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MENDOZA AND CALLAS

ATTORNEYS AT LAW

A PARTNERSHIP INCLUDING A PROFESSIONAL ASSOCIATION

SUITE 602 • PLAZA CENTER WEST

251 ROYAL PALM WAY

P. O. BOX 2715

PALM BEACH, FLORIDA 33480

FRANKLIN G. CALLAS
MARIO G. DE MENDOZA, III, P.A.

TELEPHONE (561) 659-1111
FAX (561) 659-4009
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11/20

MJM

November 7, 2001

VIA FEDEX

00855-02827-00676-02963

Corporation Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32301

200004672332--4
-11/26/01--01026--003
*****21.25 *****21.25

W01-26053

RE: MAGRINI ENTERPRISES, LLC
Our File No. 5383.3

Gentlemen:

Enclosed for filing please find the Articles of Organization and Resident Agent form for the captioned entity. Also enclosed herewith please find a check in the amount of \$133.75 representing payment of fees as follows:

Filing Fee, Articles of Organization	\$100.00
Resident Agent Fee	25.00
Certified copy of Articles	<u>8.75</u>

TOTAL: \$133.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 NOV 20 AM 9:14

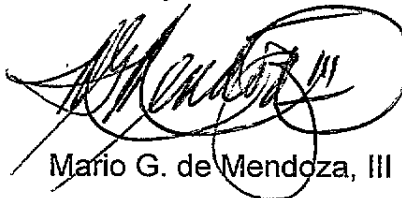
FILED

For your convenience in returning to me a certified copy of the Articles of Organization, I have enclosed herewith a photocopy of the same.

Thank you for your cooperation in this matter.

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-11/08/01--01043--001
****133.75 ****133.75

Sincerely,


Mario G. de Mendoza, III

MGMIII/ss
Enclosures



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 13, 2001

MARIO G. DE MENDOZA, III
MENDOZA AND CALLAS
P.O. BOX 2715
PALM BEACH, FL 33480

SUBJECT: MAGRINI ENTERPRISES, LLC
Ref. Number: W01000026053

We have received your document for MAGRINI ENTERPRISES, LLC and your check(s) totaling \$133.75. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$21.25.

Please return a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

Letter Number: 801A00061315

MAGRINI ENTERPRISES, LLC
ARTICLES OF ORGANIZATION

The undersigned, pursuant to the provision of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

ARTICLE I - NAME

The name of the Limited Liability Company is "MAGRINI ENTERPRISES, LLC"

ARTICLE II - PERIOD OF DURATION

The period of duration of the Limited Liability Company shall be from the date of filing these Articles of Organization until the first to occur of the following:

- (i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or
- (ii) Dissolution of the Limited Liability Company pursuant to the provisions of the Florida Limited Liability Company Act.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE III - PURPOSE

The purpose for which the Limited Liability Company is organized is to acquire real property to be held for investment, lease and/or sale, as well as to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

ARTICLE IV - PRINCIPAL PLACE OF BUSINESS

The mailing address and the principal place of business in Florida for the Limited Liability Company is: c/o Mendoza and Callas, 251 Royal Palm Way, Suite 602, Palm Beach, Florida 33480.

ARTICLE V - REGISTERED AGENT

The name and address of the initial registered agent in Florida for the Limited Liability Company is: Mario G. de Mendoza, III, Esquire, Mendoza and Callas, 251 Royal Palm Way, Suite 602, Palm Beach, Florida 33480.

ARTICLE VI - MEMBERS

The names and mailing addresses of the members of the Limited Liability Company are:

Matias Magrini
c/o Mendoza and Callas
Post Office Box 2715
251 Royal Palm Way, Suite 602
Palm Beach, Florida 33480

Amparo Ruiz de Magrini
c/o Mendoza and Callas
Post Office Box 2715
251 Royal Palm Way, Suite 602
Palm Beach, Florida 33480

ARTICLE VII - CAPITAL CONTRIBUTIONS

The total amount of cash and a description of the agreed value of property other than cash contributed to the Limited Liability Company is as follows: One Thousand and no/100 Dollars (\$1,000.00) in cash and no other property is being contributed to the Limited Liability Company at this time.

ARTICLE VIII - ADDITIONAL CONTRIBUTIONS

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events of happening of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon unanimous agreement by all of the members of the Limited Liability Company.

ARTICLE IX - ADDITIONAL MEMBERS

Members may be admitted to the Limited Liability Company only upon the unanimous agreement of the then existing members.

ARTICLE X - CONTINUITY OF BUSINESS

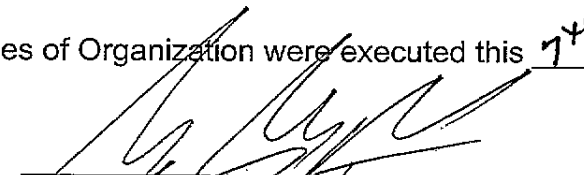
Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved

unless there is obtained the written consent of all of the remaining members of the Limited Liability Company.

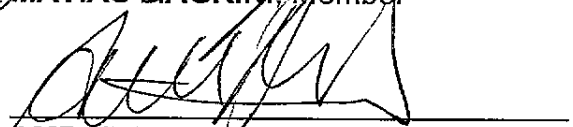
ARTICLE XI - MANAGEMENT

The Limited Liability Company is to be managed by a manager. The name and address of the person who is to serve as the manager of the Limited Liability Company until the first annual meeting of members or until his successor is elected and qualified is Matias Magrini, c/o Mendoza and Callas, Post Office Box 2715, 251 Royal Palm Way, Suite 602, Palm Beach, Florida 33480.

These Articles of Organization were executed this 7th day of November, 2001.



MATIAS MAGRINI, Member



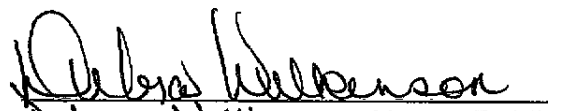
AMPARO RUIZ de MAGRINI, Member

STATE OF FLORIDA
COUNTY OF PALM BEACH

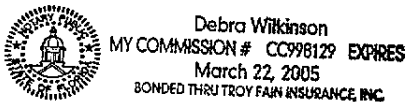
On this 7th day of November, 2001, before me personally appeared **MATIAS MAGRINI and AMPARO RUIZ de MAGRINI**, Members of Magrini Enterprises, LLC, a Florida Limited Liability Company to be formed, to me known to be the persons who executed the foregoing, and who acknowledged before me that they executed the same for the purposes expressed therein. They are personally known to me, or have produced N/A as identification, and they did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

(Notary Seal)



Debra Wilkinson Notary Public
Commission No.: CC998129
Commission expires: 3-22-05



ACCEPTANCE OF REGISTERED AGENT

Having been named as the registered agent for MAGRINI ENTERPRISES, LLC, a Florida Limited Liability Company, I hereby accept the appointment as registered agent. I am familiar with and agree to accept the obligations of the position of registered agent as provided for in Chapter 608, Florida Statutes.



MARIO G. de MENDOZA III, ESQ.
Mendoza and Callas
251 Royal Palm Way, Suite 602
Palm Beach, Florida 33480

Date: November 7th, 2001