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Florida Department of State
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LIMITED LIABILITY COMPANY

gusmel, llc

Certificate of Status	0
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DIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION OF
GUSMEL, LLC

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned desiring to form a Limited Liability Company under and pursuant to Section 608.404 of the Limited Liability Act, pursuant to Chapter 608 of the Florida Statutes, of the State of Florida, do hereby certify as follows:

FIRST: The name of said Limited Liability Company shall be, GUSMEL, LLC, a Florida Limited Liability Company, and the mailing address and the street address of the principal office of the limited liability company shall be: 17600 Collins Avenue, Sunny Isles Beach, Florida 33160.

SECOND: GUSMEL, LLC shall have a perpetual duration from the date of filing of these Articles of Organization.

THIRD: The purposes for which, GUSMEL, LLC is formed are:

(A) to purchase, sell Real Estate, distribute, invest in, and otherwise deal with a variety of products and services within and outside the State of Florida, subject to such laws and regulations governing licensing and other requirements pertinent thereto, on its own account and for the accounts of others; and penetrate new markets

(B) to engage in such other lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Statutes of the State of Florida.

FOURTH: The maximum number of ownership units which, GUSMEL, LLC, is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

STATE OF FLORIDA
DIVISION OF CORPORATIONS
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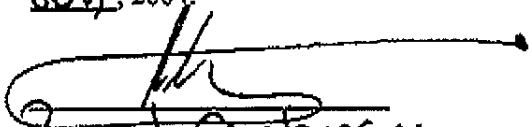
FIFTH: The limited liability company shall have one (1) Member:

Name: TIVIA CORPORATION, a Florida Corporation
Percentage of ownership: 100%

SIXTH: This limited liability company shall be manager-managed and will have one manager, RICARDO GRINBERG.

SEVENTH: The name and mailing address of the company's registered agent is GRISALES & JACOBS, LLP, whose mailing address is: 1911 Harrison Street, Hollywood, Florida 33020.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 27th day of July, 2004.


Ricardo Grinberg, as
President of Tivia Corporation,
a Florida Corporation

Designation and Acceptance of Registered Agent

Pursuant to the provisions of Florida Statutes, the undersigned limited liability Company organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

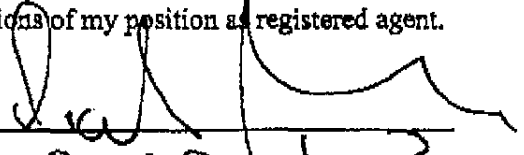
1. The name of the limited liability company is GUSMEL, LLC
2. The name of the registered agent is GRISALES & JACOBS, LLP
3. The address of the registered agent/registered office is 1911 Harrison Street, Hollywood, Florida 33020.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Acceptance

Having been named as registered agent and designated to accept service of process for the above limited liability company, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


By: Oscar B. Balis - (Balis)
For the Company

Date: 7/29/04

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DIVISION OF PROFESSIONAL REGULATION
STATE OF CONNECTICUT

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