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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

BEL CO. LLC

05 MAY 11 PM 3:37

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ARTICLES OF ORGANIZATION

OF

BEL CO. LLC

ARTICLE I

Name

The name of this limited liability company is BEL CO. LLC (hereinafter "the Company").

ARTICLE II

Address

The mailing address and principal office is c/o Mitchell S. Polansky, 2665 South Bayshore Dr., Ste. 703, Miami, FL 33133.

ARTICLE III

Duration

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and said existence shall be perpetual.

ARTICLE IV

Initial Registered Office and Agent

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

Mitchell S. Polansky, Esq.
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

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ARTICLE V

Purpose

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies may be created under § 608.404, Fla. Stat., as amended and supplemented.

ARTICLE VI

Organizer

The name and street and mailing address of the person signing these Articles as Organizer is:

Mitchell S. Polansky, Esq.
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

ARTICLE VII

Management

The Company will be managed by no less than (1) manager and is, therefore, a member-managed company. The following shall be the initial managers:

Jose Manuel Belsol
Wanda Bennett
Juan Luis Bargiela

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

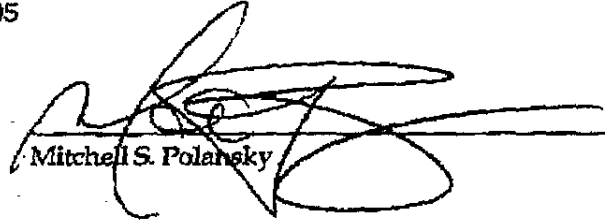


Mitchell S. Polansky, Esq.

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ORGANIZER

IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization this 11 day of May 2005


Mitchell S. Polansky

STATE OF FLORIDA }
COUNTY OF MIAMI-DADE } SS:

I HEREBY CERTIFY that on this day, before me, personally appeared Mitchell S. Polansky, who is well known to me to be the person described in and who executed these Articles of Organization as Organizer, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this 11 day of May 2005.


NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires:



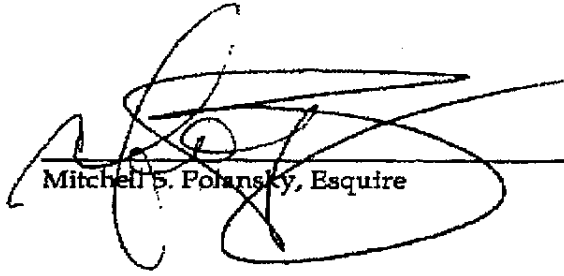
Carmen E. Dominguez
My Commission DD173386
Expires December 22, 2008

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ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT this appointment of, and designation as, registered agent for service of process within the State of Florida of BEL CO. LLC, as named in the Articles of Organization herein above set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed limited liability company at the address set forth in Article IV of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this statement to be signed on this 11th day of May 2005.



Mitchell P. Polansky, Esquire