OFFICE USE ONLY 44000001542694 -07/20/95--01086--019 ++++285.00 ++++285.00 CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known): (Corporation Name) (Dooument #) (Corporation Name) (Ducument #) (Corporation Name) (Document #) Walk in Pick up time 3,00 Certified Copy Mail out Will wait Photocopy Certificate of Status NEW FILINGS AMENDMENIS Profit Amendment NonProfit Resignation of R.A. Officer/Director Limited Liability Change of Registered Agent **Domestication** Dissolution/Withdrawal Other Merger OTHER FILINGS REGISTRATION/ QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation N HENDRICKS JUL 1 9 1995 Reinstatement Trademark Examiner's Initials

Other

CR2E031(10/92)

TRANSMITTAL LETTER FOR FLORIDA LIMITED LIABILITY COMPANY

Department of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

SUBJECT:	VENEFLO,	L.C.										
(Proposed limited liability company name - must include suffix)												
	(Cooperational	y company mane - must menude su	шх)									
Enclosed is an original	and one (1) copy of the	he articles of organization as	nd a check for :									
\$285.00 Filing Fee & Registered Agent designation	E \$293.75 Filing Fee, Registered Agent Designation & Certificate	\$337.50 Filing Fee, Registered Agent Designation & Certified Copy	\$346.25 Filing Fee, Registered Agent Designation, Certified Copy & Certificate									
FROM:RON	ALD GOULD	Printed or typed)										
	Mattic ()	rinned or typed)										
7th	floor 1110 Brid	ckell Avenue Miami, Address	Florida 33131									
	City,	State & Zip	<u>_</u>									
305 869	5-2962											
	Daytime To	elephone number										

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: VENEFLO, L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is: c/o RONALD GOULD 7th fl. 1110 Brickell Avenue, Miami, Florida 33131

ARTICLE III - Duration:

The Limited Liability Company shall be dissolved thirty years from the date of Incorporation, unless its duration is extended by a vote of the majority of its MEMBERS, but in no event shall the extension be for more than twenty years.

ARTICLE IV - Management:

The LIMITED LIABILITY COMPANY shall be managed by::

The above named MANAGERS have entered into a management agreement which details the management duties of each of the above named persons.

ARTICLE V - Admission of Additional Member

The terms and conditions for the admission of new members and the addition of new members shall be determined by the writen consent of a minimum of two thirds of the existing members.

ARTICLE VI - Members Rights to Continue Business.

The remaining members of the LIMITED LIABILITY COMPANY may continue the business on 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 COMMPANY, provided a majority of the other members vote to continue the business.

L.C.

The undersigned member or authorized representative of a member of VENEFLO deposes and says:

The above named limited liability company has three members. 1)

EURO-AMERICAN DEVELOPMENT, INC. DECOIN, INC. RECUPERADORA DE METALES L A MORAN, INC.

2) The total amount of cash contributed by the member(s) is

\$_5,000

- If any, the agreed value of property other than each contributed by member (s) is A description of 3) the property is attached and made a part hereto. \$__0_
- The amount of cash or property anticipated to be contributed by member (s) is 4)

5) The total amount of 2,3, and 4 is

\$_5,000

Signature of a member or authorized representative of a member. (In accordance with section 608 408 (3), Florida Statues, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUES, 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: VENEFLO, L.C.

2. The name and address of the registered agent and office is:

RONALD GOULD 7th Floor 1110 Brickell Avenue, Maimi, Florida 33131

Having been named as registered agent and to accept serivice of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statues 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.

July 17 1995

APPLICATION FOR



LLORIDA DEPARTMENT OF STATE

APPROVED AND FILED

REINSTATEMENT FOR Spice Spice State DIVISION OF CORPORATIONS						s i	1996 OCT 24 PH 3: 37			
Make Check Payable To: FLORIDA DEPARTMENT OF STATE						TE T	SECRETARY OF STATE TALLAHASSEE, FLORIDA			
1 Namo of Lin	and Mailing Address ided Liability Company DO	CUMEN.	Г# ь95	50000	00547					
VENEFLO, L.L.C. 15011 S.W. 43RD TERRACE MIAMI, FLORIDA 33185					15011 MIAMI	18. Puncipal Place of Business Address 15011 S.W. 43RD TERRACE MIAMI, FLORIDA 33185				
	g Address		ct Information and enter correction in Block 2 Icipal Place of Business				3. Date Organized or Qualified 3a. State of Formation			
Suito, Apr	Suite Apl # etc Suite /		pt #, etc			07/17/95		FLORIDA		
			pr *, etc		4. FEI Number		^^^^^^^^^	poted For		
City & Str	nte	City & S	late		65-0	65-0689478		Vot Applicable		
£(1)	Country	Zφ		Counte	Ϋ́	5. Date of Lasi	5. Date of Last Report 6. Certif		alus Desired	
	7. Name and Address of Cu	rrent Registered	Agent		Name	0. Name and Ad	dress of New Re	glatered Agent		
GIUSEPPE OTTOLINO 15011 S.W. 43RD TERRACE MIAMI, FLORIDA 33185					GIUSEPPE OTTOLINO Stroet Address (P.O. Box Number is Not Acceptable) 15011 S.W. 43RD TERRACE Suito, Apt. #, etc.					
			City			Fi	Zip Code FL 33185			
9. I, being	appointed the registered agent of	na above named	lemited liability	company,		_	1			
Signature of Registered Agent						Dale10/21/91/2				
10. Title Managing Members/Managers		Business Street Address		7055	City, State & Zip Code					
мемве	R GIUSEPPE OTTOL	INO	15011	s.w.	43RD	TERRACE	MIAMI,	FLORIDA	33185	
мемве	EMBER YADIRA OTTOLINO		15011	s.w.	43RD TERRACE MI		MIAMI,	IAMI, FLORIDA 33185		
		REINSTATEMENT OF A POLICY OF A							-013	
11 I certify that I am managing member/manager or the receiver or trustee empowered to execute this application as provided for in chapter 608, F.S. I further certify that when filling this reinstatement application the reason for dissolution has been eliminated, the limited liability company name satisfies the requirements of section 608,406, F.S., and that all fees dived by the limited hability company have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.										

Signature of Managing Member/Manager Date 10/21/96 Daytime Phone #305 - 225 - 3383 Typed or printed name of signing Managing Member/Manager