



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 10, 1997

A TO Z TRANSLATIONS
7200 NORTH KENDAL DRIVE
SUITE 407
MIAMI, FL 33156

SUBJECT: G & M INTERNATIONAL CO.
Ref. Number: W97000008397

We have received your document for G & M INTERNATIONAL CO., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$.

LIMITED LIABILITY CORPORTION IS 285.00 FILING FEE AND A CERTIFIED COPY IS 52.50 TOTAL IS 337.50

The name of a Limited Liability Company must end with the words "limited company", or their abbreviation "L.C." "L.L.C." is not an acceptable suffix in the state of Florida. Please note the periods as punctuation must be included in the suffix.

Please return your document, along with 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 (904) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 797A00018155

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 APR 22 PM 12:08

FILED

ARTICLE I - Name:

The name of the Limited Liability Company is:

G & M INTERNATIONAL LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

c/o 16228 S.W. 75th Street
Miami, FL 33193

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be fifty (50) years.

ARTICLE IV - Management:

The Limited Liability Company is to be managed by the members and the names and address of the managing members are:

Miglene Marrero
16228 S.W. 75th Street
Miami, Florida 33193

Giacomo Agursa
Caracas, Venezuela

Francisco Agursa
Caracas, Venezuela

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admission shall be as determined by the unanimous vote of the members.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to 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 company shall be as determined by the unanimous vote of the members.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of G & M INTERNATIONAL LLC deposes and says:

- (1) the above named limited liability company has three (3) members;
- (2) the total amount of cash contributed by the members is: \$100.00.
- (3) if any, the agreed value of property other than cash contributed by members is \$-0- in equity securities; and
- (4) the total amount of cash or property anticipated to be contributed by members is \$100.00. This total includes amounts from 2 and 3 above.

Miglene Marrero
Miglene Marrero, Managing Member

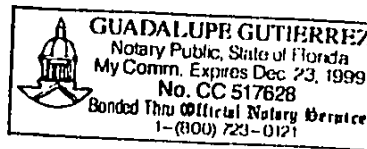
STATE OF FLORIDA)
COUNTY OF DADE)

THE FOREGOING INSTRUMENT was acknowledged before me on this 4th day of April, 1997 by Miglene Marrero, as Managing Member of G & M International LLC, who is personally known to me.

NOTARY PUBLIC, STATE OF FLORIDA

Sign: *G. de Gutierrez*
Print: Guadalupe Gutierrez

My commission expires: _____



SECRETARY OF STATE
TALLAHASSEE FLORIDA
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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608-507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY
COMPANY 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:

G & M INTERNATIONAL LLC

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

Frank M. Evans, Esq.
7700 N. Kendall Drive
Suite 413
Miami, Florida 33156

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

Frank M. Evans
Registered Agent

4/13/97
Date

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TALLAHASSEE FLORIDA