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November 6, 1997

REPLY TO: Miami

Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, Florida 32314

Re: American Agency L.C.  
Our File No. 8437.002

Gentlemen:

Enclosed for filing please find:

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-11/10/97--01110--001  
\*\*\*\*387.50 \*\*\*337.50

- A. Original Articles of Organization of American Agency L.C.;
- B. Affidavit of Membership and Contributions;
- C. Statement Designating Registered Agent and Office;
- D. Cancellation of Fictitious Name Registration;
- E. Check payable to Department of State for \$387.50, for:
  - a. \$285.00 filing fee for L.C.
  - b. \$52.50 certified copy fee for L.C. Articles
  - c. \$50 filing fee for cancellation of Fictitious Name.

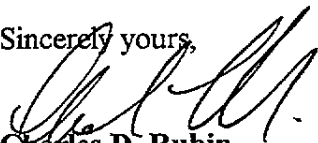
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TALLAHASSEE, FLORIDA

Name Availability	
Document Examiner	Pursuant to the enclosed Cancellation of Fictitious Name Registration, the name American Agency LLCs should be available for use by the new entity being organized by the enclosed documents.
Updater	
Verifier	Please process the enclosed and forward a certified copy of the Articles of Organization to the undersigned in the enclosed return envelope. If you have any questions or problems, please do not
Acnowledgement	DCC
W. P. Verifier	DCC

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hesitate to contact me.

Sincerely yours,

A handwritten signature in black ink, appearing to read 'C. Rubin', written over the typed name.

**Charles D. Rubin**

CDR/wp

Enc.

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**ARTICLES OF ORGANIZATION OF**

**AMERICAN AGENCY L.C.**

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The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company (the "Company").

**ARTICLE I**

**NAME**

The name of the Company shall be AMERICAN AGENCY L.C.

**ARTICLE II**

**PURPOSE AND POWERS**

The purpose of the Company is to transact any and all lawful business for which companies may be formed under the Florida Limited Liability Company Act, and all amendments and supplements thereto, or any law enacted to take the place thereof (the "Act").

The Company shall have power to do everything necessary, proper, advisable, or convenient for the accomplishment of its purpose, provided the same shall not be inconsistent with the laws of the State of Florida.

**ARTICLE III**

**CAPITAL CONTRIBUTIONS**

Capital contributions will be made as required for business purposes, as determined by unanimous consent of the members or as otherwise agreed to in the Regulations of the Company.

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**ARTICLE IV**  
**PARTICIPATION**

The participation ("Participation") of the initial members shall be as follows:

<b>Member</b>	<b>Amount</b>
E.D.R. INTERNATIONAL, INC.	75%
FAST SHIPPING, INC.	25%.

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The Participation of the members may be changed by unanimous agreement of the members, provided that the interest of a person or entity that is not a member but has an interest in the profits, losses, or assets of the Company by reason of a transfer of a member's interest in the Company without the consent of the Company may not be reduced without the consent of such person or entity. No amendment to these Articles shall be required by reason of a change in Participation. Membership in the Company shall not be represented, determined, nor established through the use of certificates except as may be expressly provided in the Company Regulations.

**ARTICLE V**  
**REGULATIONS**

At the first meeting of the members after the execution of these Amended and Restated Articles, the members shall adopt regulations (the "Regulations") containing provisions for the regulation and management of the affairs of the Company, not inconsistent with law or these Articles. The power to adopt, alter, amend or repeal the Regulations shall be vested in the members and shall require their unanimous consent and agreement in regard to any vested right of a member (which shall include any provisions hereof requiring the unanimous approval of the members, and any member rights to or in profits, losses, or assets of the Company), or otherwise by a majority vote of the members by percentage Participation.

**ARTICLE VI**  
**DURATION AND DISSOLUTION**

The Company shall continue until the first to occur of: (a) December 31, 2046, (b) dissolution pursuant to the provisions of the Act or the Regulations of the Company, (c) the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the continued membership of a member in the Company (unless the business of the Company shall be continued upon written consent of all remaining members), or (d) the Company having less than two members.

**ARTICLE VII**

**PRINCIPAL PLACE OF BUSINESS**

The mailing address and street address of the principal office of the Company is 8410 NW 53<sup>rd</sup> Terrace, Suite 218, Miami, Florida 33166.

**ARTICLE VIII**

**MANAGEMENT AND MEMBERS**

The Company shall be managed by the Managers. The Managers presently are :

EDUARDO DEL RIEGO  
3351 SW 110<sup>th</sup> Court  
Miami, Florida 33165

The specific rights and duties of the Managers and provisions regarding their selection and removal, shall be enumerated in the Regulations.

Decisions on all matters reserved for the Members shall be by majority vote of the Members unless specified to the contrary herein or in the Regulations. The vote of each member shall be in proportion to the Participation of the member unless otherwise provided in the Regulations.

The names and addresses of the present members are as follows:

FAST SHIPPING, INC.  
8410 NW 53<sup>rd</sup> Terrace  
Miami, Florida 33166

E.D.R. INTERNATIONAL, INC.  
3351 SW 110<sup>TH</sup> Court  
Miami, Florida 33165

**ARTICLE IX**

**REGISTERED OFFICE AND  
REGISTERED AGENT**

The address of the registered office of the Company is 8410 NW 53<sup>rd</sup> Terrace, Suite 218, Miami, Florida 33166 and the name of its initial registered agent at such address is EDUARDO DEL RIEGO.

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**ARTICLE X**

**PROFITS, LOSSES AND DISTRIBUTION**

Each member shall share in the net profits or losses from the operation of the business of the Company and in the distribution of the property of the Company in the same proportion as the member's Participation, or as may be adjusted from time to time by reason of additional investments or agreement of the members as reflected in the Regulations.

**ARTICLE XI**

**RESTRICTIONS ON MEMBERSHIP**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Company.

A member's interest in the Company may not be sold or otherwise transferred or assigned except with unanimous written consent of all members. In the absence of such unanimous written approval, the transferee of the interest of any member shall not become a member and shall have no right to participate in the management of the business and affairs of the Company, but shall be entitled to receive only the share of the profits or losses and return of contribution to which the transferor member would be entitled except as otherwise agreed to in writing by all members or in the Regulations. Provisions can be made for transfers or assignments in the Regulations but such provisions shall not affect the foregoing requirements of unanimous written consent to sales, transfers, and assignments.

**ARTICLE XII**

**AMENDMENT TO ARTICLES**

These Articles may be amended at any time by a majority vote of the members, except with respect to the vested rights of the members (which shall include any provisions hereof requiring the unanimous approval of the members, and any member rights to or in profits, losses, or assets of the Company) which shall require unanimous vote of the members for amendment, or as otherwise provided by law.

Any amendment shall be signed by all members and an amendment adding a new member shall be signed by the member to be added. As a condition of membership, all members agree to execute such documents as may be required to effectuate duly authorized amendments to these Articles.

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TALLAHASSEE

ARTICLE XIII

INDEMNIFICATION

The Company hereby agrees to indemnify each manager, managing member, officer, employee, and agent of the Company to the extent authorized by, and in accordance with the provisions of, Fla.Stats. §608.4363.

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The undersigned, being the original members of the Company, hereby certify that the foregoing constitutes the Articles of Organization of American Agency L.C.

Executed by the undersigned on November 6, 1997.

E.D.R. INTERNATIONAL, INC., a Florida corporation

By:   
EDUARDO DEL RIEGO, Pres.

FAST SHIPPING, INC., a Florida corporation

By:   
EDUARDO DEL RIEGO, Pres.

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TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

State of Florida

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County of Dade

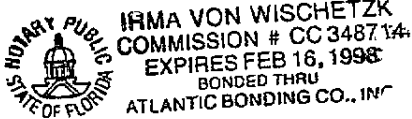
In compliance with Florida Statutes Section 608.407(2), the undersigned member of AMERICAN AGENCY L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$0.
3. The agreed value of property other than cash contributed by the members is \$0.
4. The total amount of cash or property anticipated to be contributed by the members is \$ 100,000.00. This total includes the amounts from 2 and 3 above.

E.D.R. INTERNATIONAL, INC., a Florida corporation

By *Eduardo Del Riego*  
EDUARDO DEL RIEGO, Pres.

The foregoing instrument was acknowledged before me this 3 day of Nov, 1997 by EDUARDO DEL RIEGO, President of E.D.R. International, Inc., a member on behalf of AMERICAN AGENCY L.C. , a limited liability company.



*Irma von Wischetzki*  
Signature - Notary Public-State of Florida

[Seal with Commission Expiration Date]

IRMA VON WISCHETZKI  
Print, type or stamp name of Notary Public

Personally Known ✓ or Produced Identification ✓  
Type of Identification Produced Driver license

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

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1997  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

State of Florida

ss

County of Dade

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is AMERICAN AGENCY L.C.

The name of the registered agent for AMERICAN AGENCY L.C. is EDUARDO DEL RIEGO and the street address of the company's principal office where the agent is located is 8410 NW 53<sup>rd</sup> Terrace, Suite 218, Miami, Florida 33166.

This statement is to acknowledge that, as indicated above, AMERICAN AGENCY L.C. has appointed me, EDUARDO DEL RIEGO, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: November 3, 1997

*Eduardo Del Riego*  
EDUARDO DEL RIEGO

The foregoing instrument was acknowledged before me this 3 day of November, 1997, by EDUARDO DEL RIEGO.



IRMA VON WISCHETZKI  
COMMISSION # CC 348714  
EXPIRES FEB 16, 1998  
BONDED THRU  
ATLANTIC BONDING CO., INC

*Irma von Wischetzki*  
Signature - Notary Public-State of Florida

[Seal with Commission Expiration Date]

IRMA VON WISCHETZKI

Print, type or stamp name of Notary Public

Personally Known ✓ or Produced Identification ✓

Type of Identification Produced Driver License