

98000001437

Requestor's Name
 Address
 Michelle 425-8526
 City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- Forty - First Holdings (Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)
- (Corporation Name) (Document #)

Walk in
 Pick up time _____
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

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 DIVISION OF CORPORATIONS
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 DIVISION OF CORPORATION

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

** date stamped copy please*

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

**ARTICLES OF ORGANIZATION
OF
FORTY-FIRST HOLDINGS, L.L.C.**

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ARTICLE I - Name

The name of the Limited Liability Company is FORTY-FIRST HOLDINGS, L.L.C. (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is c/o Jose R. Boschetti, 2901 SW 8 Street, Suite 204, Miami, Florida 33135.

ARTICLE III - Duration

The Company shall exist for a period of thirty (30) years from the date of filing these Articles of Organization, unless continued by the unanimous consent of all the members or unless sooner dissolved in accordance with Florida law.

ARTICLE IV - Management

The daily, usual course of business of the Company will be managed by its managing members (the "Managers"). The Managers shall be elected annually by the members in the manner prescribed by and provided for in the Regulations of the Company. The Managers shall also hold the offices and have responsibilities accorded to them by the members and as set forth in the Regulations of the Company. The members reserve the general management of the Company to themselves, and therefore all decisions outside the usual course of the Company's business will require a vote of all of the members. The names and addresses of the Managers who are to serve are as follows:

Jose R. Boschetti
2901 SW 8 Street
Miami, Florida 33135

Mauricio Cayon
1211 SW 139 Avenue
Miami, Florida 33184

ARTICLE V - Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and condition of the admissions shall be subject to a vote of all of the existing members and conditioned on

the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

ARTICLE VI - Members Rights to Continue Business

The right, if given, of the remaining members of the Company to continue the business in the event of the termination of the Company due to 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 Company; the remaining or surviving members may continue in the business of the Company provided that all of the remaining members agree to do so in writing.

ARTICLE VII - Registered Agent and Office

The street address of the Corporation's initial registered office is 1221 Brickell Avenue, Suite 2100, City of Miami, County of Miami-Dade, State of Florida 33131, and the name of its initial registered agent at such office is Ricardo L. Fraga.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of FORTY-FIRST HOLDINGS, L.L.C., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415 or §608.507.


By: Ricardo L. Fraga, as Agent

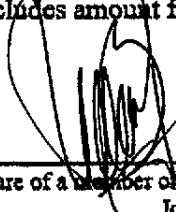
Dated: August 12, 1998.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of FORTY-FIRST HOLDINGS L.L.C. deposes and says:

1. the above named Company has at least two members;
2. the total amount of cash contributed by the members is -0-.
3. if any, the agreed value of property other than cash contributed by members is \$1,000.00.
4. the total amount of cash or property anticipated to be contributed by members is \$1,000.00. This amount includes amount from 2 and 3 above.



Signature of a member or authorized representative of a member
Jose R. Boschetti

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

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