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Florida Department of State
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To:
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From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

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LIMITED LIABILITY COMPANY

CM

FRAM Investments LLC

RECEIVED
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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 28, 1999

CORPORATE CREATIONS INTERNATIONAL, INC.
941 FOURTH STREET #200
MIAMI BEACH, FL 33139

SUBJECT: FRAM INVESTMENTS LLC
REF: W99000009931

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

If the limited liability company will be managed by a manager or managers, a statement to that effect is required as well as the names and street addresses of such managers who are to serve as managers; or if the management is reserved to the members, a statement to that effect is required as well as the names and street addresses of the managing members.

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least one member; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

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 (850) 487-6025.

Cathy A Mitchell
Corporate Specialist

FAX Aud. #: H99000009998
Letter Number: 199A00022576

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:

FRAM Investments LLC

Article II. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

Article III. Address

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

FRAM Investments LLC
7000 SW 62nd Avenue, Penthouse C
Miami FL 33143

Article IV. Registered Agent

The name and address of the registered agent of the Company is:

Christina Gonzalez, Esq.
7000 SW 62nd Avenue, Penthouse C
Miami FL 33143

Article V. Percentage Interest: Membership Certificate

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

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Article VI. Dissolution

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of all the remaining members of the Company within 30 days after any of these events.

Article VII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VIII. Management

The management of the Company is reserved to the members. The name and address of each member is:

- ANGEL MESTRES
7000 SW 62nd Avenue, Penthouse C Miami FL 33143
- FRANK PINTADO
7000 SW 62nd Avenue, Penthouse C Miami FL 33143
- ARMELIO GOMEZ
7000 SW 62nd Avenue, Penthouse C Miami FL 33143
- RUBEN PEREZ
7000 SW 62nd Avenue, Penthouse C Miami FL 33143

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Article IX. Purpose of the Company

The purpose of the Company shall be to engage in any lawful commercial act or activity for which a limited liability company may be formed under the Florida Limited Liability Company Act.

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Article X. Company Existence

The Company's existence shall begin effective as of April 27, 1999.



AUTHORIZED REPRESENTATIVE OF A MEMBER:
CORPORATE CREATIONS INTERNATIONAL INC.
Luis A. Uriarte Vice President

Date: April 27, 1999

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

LIMITED LIABILITY COMPANY:
FRAM Investments LLC

The undersigned deposes and says:

1. The above named Company has at least one member.
2. The total amount of initial cash contributed by the members is \$10.00.
3. The agreed value of property other than cash contributed by the members is zero.
(If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$900,000,000.00 or less.



AUTHORIZED REPRESENTATIVE OF A MEMBER:
CORPORATE CREATIONS INTERNATIONAL INC.
Luis A. Uriarte Vice President

Date: April 27, 1999

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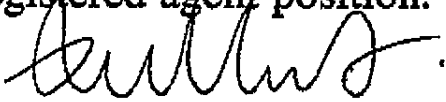
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

**LIMITED LIABILITY COMPANY:
FRAM Investments LLC**

**REGISTERED AGENT/OFFICE:
Christina Gonzalez, Esq.
7000 SW 62nd Avenue, Penthouse C
Miami FL 33143**

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Christina Gonzalez, Esq.
by L.A. Uriarte as attorney-in-fact

Date: April 27, 1999

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