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Florida Department of State
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To:
     Division of Corporations
     Fax Number        : (850)922-4003

From:
     Account Name      : EMPIRE CORPORATE KIT COMPANY
     Account Number    : 072450003255
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LIMITED LIABILITY COMPANY

SOLUCION DE DEUDA, LLC.

L99-8490

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

December 3, 1999

EMPIRE CORP. KIT COMPANY

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SUBJECT: SOLUCION DE DEUDA, LLC
REF: W99000027611

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

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please delete the affidavit information be sure to leave the signature of member.,

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) 487-6020.

Tammi Cline
Document Specialist

FAX Aud. #: H99000030736
Letter Number: 299A00057114

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I -NAME

The name of the Limited Liability Company is Solucion de Deuda, LLC.

ARTICLE II - ADDRESS

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

c/o MITZI MILLER
11060 Marin Street
Coral Gables, Florida 33156

ARTICLE III - DURATION

The period of duration for the Limited Liability Company shall be until November 30, 2049.

ARTICLE IV- MANAGEMENT

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

MITZI MILLER
11060 Marin Street
Coral Gables, Florida 33156

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 admissions shall by unanimous consent 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 by unanimous consent of all the members.

H99000030736

Prepared by:
Harleston R Wood, Esq.
1000 Brickell Avenue, Suite 300
Miami, Florida 33131
Fl. Bar. No. 291757

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Signature of member authorized or representative of a member.

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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.

FILED

1. The name of the limited liability company is Solucion de Deuda, LLC.

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

   THEODORE W. MILLER, JR.
   11060 Marin Street
   Coral Gables, 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 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature

1 December 1999
Date

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