



Prentice Hall Legal & Financial Services

ATTN: Lisc (804) 222-7405

1201 HAYS STREET, SUITE 105
TALLAHASSEE, FL 32301

L 95000000 104
CORPORATION(S) NAME CHARTER NUMBER

<u>Universal Awareness Institute</u> <u>LC</u>	700001402687 -02/10/95--01015--010 ****92.50 ****92.50
	FILED FEB - 6 PM 3:09 TALLAHASSEE, FL

- | | |
|---|---|
| <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Annual Report | <input type="checkbox"/> Name Reservation |
| <input type="checkbox"/> Change of Registered Agent | <input type="checkbox"/> Name Registration |
| <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Non-Profit/Articles of Incorporation |
| <input type="checkbox"/> Domestication | <input type="checkbox"/> Other |
| <input type="checkbox"/> Fictitious Business Name | <input type="checkbox"/> Profit/Articles of Incorporation |
| <input type="checkbox"/> Foreign - Profit | <input type="checkbox"/> Reinstatement |
| <input type="checkbox"/> Foreign - Non-Profit | <input type="checkbox"/> Resignation of R.A., Off/Dir |
| <input checked="" type="checkbox"/> Limited Partnership | <input type="checkbox"/> Trademark |
| <input type="checkbox"/> Limited Liability | <input type="checkbox"/> UCC/Filing 1 |
| <input type="checkbox"/> Mtr. Veh. | <input type="checkbox"/> UCC/Filing 3 |

- | | |
|--|---|
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> CUS |
| <input type="checkbox"/> Photocopy | <input type="checkbox"/> Good Standing |
| <input type="checkbox"/> Corporate Print-Out | <input type="checkbox"/> R.A., Off/Dir Search |
| <input type="checkbox"/> Fictitious/Owner Search | |

ACHESSER FEB 6 1995

(X) Walk in () Call If Problem () Will Wait (X) Pick up 2/6/2'00
DATE/TIME

FOR PRENTICE HALL'S USE ONLY

BRANCH ORDERING: Mia BY: LC
BRANCH RECEIVING: Tally BY: smw
REF/JOB # m66780
CLIENT MATTER # _____
SAME DAY _____ 24 HR _____ ROUTINE _____
VERBAL REQUESTED: YES OR NO
DATE SENT: MAIL FAX FED EXP.
FILED:
SENT TO: BRANCH X CLIENT
SPECIAL INSTRUCTIONS: rcvd 1837 50

CHECK #	_____
ST./CTY/ FEES	_____
CORR. FEE/	_____
SPEC. HANDL.	_____
MESSANGER	700001402687 -02/10/95--01015--009
COPIES	****92.50 ****92.50
FAX FEE	_____
OTHER	_____
TOTAL	_____



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 6, 1995

PRENTICE HALL LEGAL & FINANCIAL SERVICES
TALLAHASSEE, FL 32301

SUBJECT: UNIVERSAL AWARENESS INSTITUTE L.C.
Ref. Number: W95000002665

Will wait

There is a balance due of \$92.50.

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) 487-6904.

Frelida Chesser
Corporate Specialist

Letter Number: 495A00004955

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1995 FEB -6 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FL 32301 JA

Will wait



Prentice Hall Legal & Financial Services

ATTN: LSC (904) 222-7405

1201 HAYS STREET, SUITE 105
TALLAHASSEE, FL 32301

L9500000104

CORPORATION(S) NAME

CHARACTER NUMBER

<u>Universal Awareness Institute</u> <u>LC</u>	700001402687 -02/10/95--01015--010 +++192.50 +++192.50
	FILED 1995 FEB -6 PM 3:09 SECRETARY OF STATE TALLAHASSEE, FLORIDA

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| <input type="checkbox"/> Mtr. Veh. | <input type="checkbox"/> UCC/Filing 3 |

*Return check
192.50*

- | | |
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RECEIVED FEB 6 1995

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COPIES	
FAX FEE	
OTHER	
TOTAL	

ARTICLES OF ORGANIZATION
OF
UNIVERSAL AWARENESS INSTITUTE, L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes and files the following Articles of Organization.

ARTICLE I
NAME

The name of the limited liability company is Universal Awareness Institute, L.C. (the "Company").

ARTICLE II
DURATION

The period of the Company's duration shall commence on the date that these Articles of Organization are filed with the Florida Department of State and shall terminate on December 31, 2025, unless the Company is earlier dissolved as provided by law or in these Articles of Organization or in the regulations of the Company.

ARTICLE III
MAILING AND STREET ADDRESSES

The mailing address and the street address of the principal office of the Company is 777 17th Street, Suite 403, Miami Beach, FL 33139.

ARTICLE IV
PURPOSES AND POWERS

The purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers which a limited liability company may have under the laws of the State of Florida.

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ARTICLE V
NAME AND ADDRESS OF
INITIAL REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida are Ethan W. Johnson, Morgan, Lewis & Bockius, 200 South Biscayne Boulevard, Suite 5300, Miami, Florida 33131-2339. A statement of the initial registered agent accepting his appointment is attached to these Articles of Organization.

ARTICLE VI
ADMISSION OF NEW MEMBERS

Members of the Company shall have the right to admit additional members to the Company only with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all of the members.

ARTICLE VII
TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all remaining members of the Company, provided that there are at least two remaining members.

ARTICLE VIII
MANAGEMENT

The Company shall be managed by a manager or managers in accordance with the regulations of the Company. Initially, there shall be two (2) managers of the Company. Thereafter, the number of managers shall be determined as provided in the regulations of the Company. The manager or managers shall be elected by the members as prescribed and provided in the regulations of the Company and by Florida law. The manager or managers shall hold the offices and have the responsibilities set forth in the regulations of the Company. The regulations of the Company may also contain any other provisions for the regulation and management of the affairs of the Company not inconsistent with law or with these Articles of Organization. The names and addresses of the initial managers who are to serve as managers until the first annual meeting of members or until their successors are elected and

qualified are as follows:

<u>Name</u>	<u>Address</u>
Rodrigo Fuentes	9056 Collins Avenue, Apt. 26 Miami Beach, FL 33154
Gennady Basin	1500 Bay Road - M101 Miami Beach, FL 33139

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 27th day of January, 1995.



Carlos A. Zalles

AFFIDAVIT

State of Florida)
) ss.
County of Dade)

BEFORE ME, the undersigned authority, personally appeared Carlos A. Zalles, who after being by me first duly sworn, declares, deposes and says of his personal knowledge that:

1. He has this day executed the Articles of Organization of Universal Awareness Institute, L.C., a Florida limited liability company (hereinafter called the "Company").
2. The Company has at least two members.
3. The amount of cash contributed by the members of the Company as of the date of this Affidavit is \$75,000.
4. The amount of the agreed value of property other than cash contributed by the members of the Company as of the date of this Affidavit is \$70,100.
5. The amount anticipated to be contributed by the members of the Company (including the \$145,100 that has already been contributed) is \$170,100.

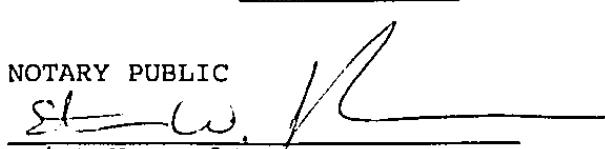
FURTHER AFFIANT SAYETH NAUGHT.

Signed and delivered this 27th day of January, 1995.

x 
Carlos A. Zalles

SWORN to and subscribed before me this 27 day of January, 1995 by Carlos A. Zalles, who is personally known to me or ~~who has produced Peruvian drivers license No. _____ as~~ identification.

NOTARY PUBLIC

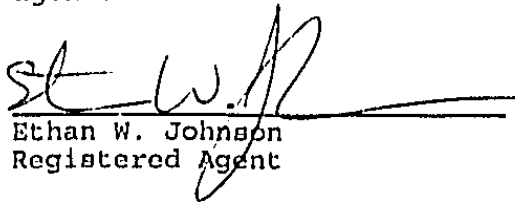

Print Name: Stacy Johnson
State of Florida at Large
My Commission expires:

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of Universal Awareness Institute, L.C. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: January 27, 1995.


Ethan W. Johnson
Registered Agent

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1995 FEB -6 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA