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IVAN A. GOMEZ, P.A.
COURVOISIER CENTRE II
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IVAN A. GOMEZ
BOARD CERTIFIED TAX ATTORNEY

October 3, 2001

AIRBORNE EXPRESS

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

MJJ

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Re: MATIRA, L.L.C.

Dear Sir/Madam:

We are enclosing herewith an original of the Articles of Organization, Articles of Merger, and (including Plan of Merger). In addition, a check in the sum of \$245.00 is enclosed for the following fees:

Article of Organization	
Filing fee	\$100
Certified Copy	\$ 30
Registered Agent fee	\$ 25
Merger	
Filing fee	\$ 60
Certified Copy of Merger	\$ 30

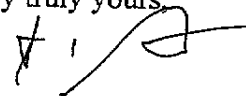
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please file the original of the enclosed Articles of Organization and Articles of Merger and return a certified copies to the attention of the undersigned.

In order to expedite the delivery of this certified copy to me, we have enclosed a Airborne Express return envelope.

Your prompt attention to this matter is appreciated.

Very truly yours,



Ivan A. Gomez

IAG/yb
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Enclosures

cc: Miriam Roldos-Baez

FF \$125.00
cc 30.00

**ARTICLES OF ORGANIZATION
OF
MATIRA, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, in forming a Florida Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopt the following Articles of Organization for such Company:

ARTICLE I

NAME

The name of the Company is MATIRA, L.L.C..

ARTICLE II

OFFICE AND MAILING ADDRESS

The initial principal office of the Company is located at 601 Brickell Key Drive, Suite 507, Miami, Florida 33131, and the mailing address of the Company is C/o Ivan A. Gomez, P.A., 601 Brickell Key Drive, Suite 507, Miami, Florida 33131.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is C/O Ivan A. Gomez, P.A., 601 Brickell Key Drive, Suite 507, Miami, Florida 33131, and the name of the initial Registered Agent of the Company at that address is IAG CORPORATE SERVICES, INC.

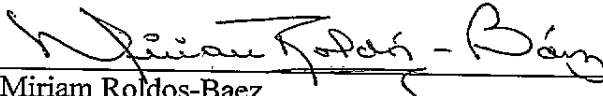
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ARTICLE IV

MANAGEMENT

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 3^d day of October, 2001.


Miriam Roldos-Baez

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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 our duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Florida Statutes, Chapter 608.

IAG CORPORATE SERVICES, INC.

Date: 10/5/01

By: 
Ivan A. Gomez, President