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LAZARUS CORPORATE FILING SERVICE

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TERESA ROMAN (TALLAHASSEE REPRESENTATIVE)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. SERENA M.LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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| NEW FILINGS | |
|-------------------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | NonProfit |
| <input checked="" 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 |

| 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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***155.00 ***155.00

Examiner's Initials

ARTICLES OF ORGANIZATION

of

SERENA M, LLC

Article I - Name

The name of this Florida limited liability company is :

SERENA M, LLC

Article II - Address

The mailing address of the Company is:

SERENA M, LLC
C/O J. West
P O Box 652543
Miami FL 33265-2543

The street address and principal office of the Company is:

755 Crandon Blvd, Ocean Tower 1 #208
Key Biscayne FL 33149

Article III - Register Agent

The name and street address of the initial register agent and office is:

Patricio Campiani
755 Crandon Blvd, Ocean Tower 1 #208
Key Biscayne FL 33149

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Article IV - Transferability of Membership Interest

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interest, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other right or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and allocations and the allocation of income, gain, loss deduction, credit, or similar item to which the assignor was entitled, to the extent assigned.

Article V - Management

This will be a member-managed company. The name of each member is:

Patricio Campiani, member-manager

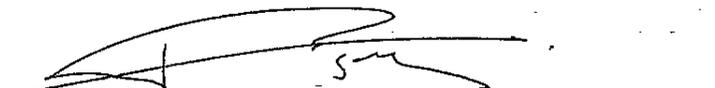
Josefina Campiani, member-manager

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Article VI - Company Existence

The Company's existence shall begin effective May 6, 2002

IN WITNESS WHEREOF, the undersigned authorized member-manager executed these Articles of Organization on May 6, 2002



Patricio Campiani, member-manager

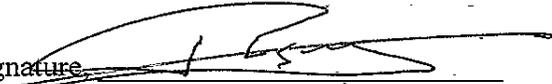
STATEMENT OF REGISTER AGENT and REGISTER OFFICE

LIMITED LIABILITY COMPANY:
SERENA M, LLC

REGISTER AGENT /OFFICE:
Patricio Campiani
755 Crandon Blvd, Ocean Tower 1 #208
Key Biscayne FL 33149

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I agree to act as register agent to accept service of process for the Company named above at the place designated in this Statement. I further agree to comply with the provisions of all Status relative to the proper and compete performance of registered agent duties. I am familiar with and accept the obligations of the register agent position.

Signature 
Patricio Campiani - REGISTER AGENT

Date: May 6, 2002