

LAW OFFICES BECKER & POLIAKOFF, P.A.

5201 Blue Lagoon Drive, Suite 100
Miami, Florida 33126

Phone: (305) 262-4433 Fax: (305) 262-4504
FL Toll Free (800) 533-4874
Internet: www.becker-poliakoff.com
Email: bp@becker-poliakoff.com

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Reply To:

Miami
Thomas J. Skola, Esq.
Direct Dial: (305) 260-1014
tskola@becker-poliakoff.com

January 12, 2000

VIA FEDERAL EXPRESS
AWB# 809 033 268 815

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee FL 32399

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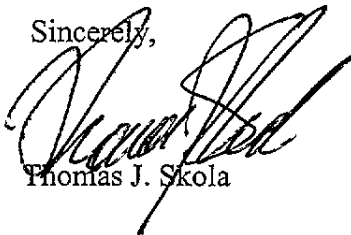
Re: Ceramica Andina L.L.C.

Dear Sirs:

Enclosed are the Articles of Organization for Ceramica Andina L.L.C., a Florida limited liability company and our check in the amount of \$155.00.

Your prompt return of the certified copy of these Articles of Organization to my attention at the above address will be appreciated.

Sincerely,



Thomas J. Skola

TJS:Bb
enclosure

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00 JAN 19 PM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**Articles of Organization
for
CERAMICA ANDINA L.L.C.**

The undersigned person, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

1. **Name.** The name of this limited liability company is "**Ceramica Andina L.L.C.**" ("Company").
2. **Duration.** The Company's period of duration shall be perpetual from the date of the filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members or as provided by statute.
3. **Purpose.** The Company is organized to conduct all lawful purposes allowed under the Florida Limited Liability Company Act.
4. **Principal Place of Business.** The mailing and street address of its initial principal place of business is:

501 Brickell Key Drive, Suite 402
Miami, Florida 33131

5. **Registered Agent and Office.** The name and address of its registered agent, whose consent to Appointment as Registered Agent" is included with these Articles, is:

Thomas J. Skola, Esq.
Becker & Poliakoff, P.A.
5201 Blue Lagoon Drive, Suite 100
Miami, FL 33126-2065

The address of its registered office is:

5201 Blue Lagoon Drive, Suite 100
Miami, FL 33126-2065

6. **Capitalization.** The capital contribution of its single member has a value of \$1,000.00.
7. **Additional Capital Contributions of Members.** Additional capital contributions may be contributed only upon the unanimous vote of the members, and no additional capital contribution will ever be required at the request of non-member third parties.
8. **Admission of Additional Members.** Additional members may be admitted only upon such terms as are unanimously agreed to by all members pursuant to the applicable provisions in the Operating Agreement.
9. **Continuity.** The members have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event which terminates the continued membership of a member in the Company. Continuation may occur only pursuant to the terms of the Operating Agreement and with the unanimous vote of the members.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

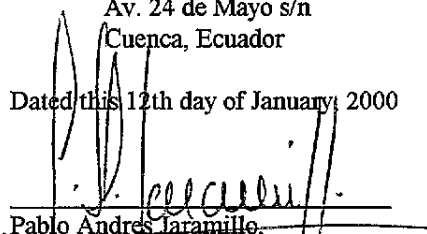
10. **Management.** The business of the Company shall be managed by one or more managers and is, therefore, a manager-managed company. The name and mailing address of the initial Managing Director of the Company is:

Pablo Andres Jaramillo
501 Brickell Key Drive, Suite 402
Miami, Florida 33131

11. **Initial Member.** The name and address of the initial single member of the Company are as follows:

Ceramica Andina C.A.
Av. 24 de Mayo s/n
Cuenca, Ecuador

Dated this 12th day of January, 2000


Pablo Andres Jaramillo,
as an authorized representative
of the single member

State of Florida)
) ss
County of Miami-Dade)

The foregoing Articles of Organization were acknowledged before me on this 12th day of January, 2000, by Pablo Andres Jaramillo, as an authorized representative of the single member, who has produced his passport for identification.


Notary Public

My Commission expires:

Name of Notary: Elizabeth Beraldi



Consent to Appointment 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 these Articles, 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, as provided for in Chapter 608, F.S.


Thomas J. Skola, as Registered Agent