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January 19, 2000

VIA FEDERAL EXPRESS
Secretary of State of Florida
New Filings/Limited Liability Companies
409 East Gaines Street
Tallahassee, Florida 32399

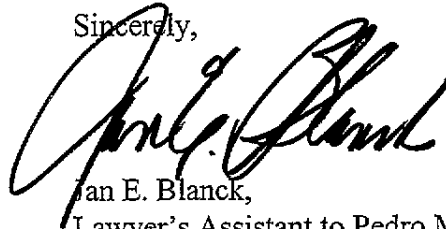
Re: ALLEGRO TOURS, L.L.C.

Ladies and Gentlemen:

Enclosed are Articles of Organization, in duplicate, as prepared for the above-referenced proposed Florida limited liability company. Also enclosed is our check in the amount of \$155.00 in payment of filing fees and a certified copy of the Articles of Organization. Please return the certified copy to me.

Thank you for your cooperation with this matter.

Sincerely,



Jan E. Blanck,
Lawyer's Assistant to Pedro Menocal

cc: Pedro Menocal, Esq.

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TALLAHASSEE, FLORIDA

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

The undersigned, acting as organizer and as a member or authorized representative of a member of Allegro Tours, L.L.C., under Section 608.407 of the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

**ARTICLE 1.
NAME**

The name of this limited liability company (the "Company") is Allegro Tours, L.L.C.

**ARTICLE 2.
ADDRESS**

The mailing and street address of the principal office of the Company shall be 1141 N.W. 30th Court, Miami, FL 33125.

**ARTICLE 3.
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the Company's registered office shall be 1141 N.W. 30th Court, Miami, FL 33125, and the registered agent for the Company at that address shall be Ricardo Nelson Rios.

**ARTICLE 4.
DURATION**

Except as provided in the Company's Operating Agreement (the "Operating Agreement"), the duration of the Company shall be perpetual.

**ARTICLE 5.
PURPOSE AND POWERS**

This Company is organized with a general business purpose, has all powers provided by law and may use those powers to engage in any activities or business permitted under the laws of the United States, the State of Florida or otherwise.

**ARTICLE 6.
MANAGEMENT**

The management of the Company is reserved to its members (the "Members").

**ARTICLE 7.
ADMISSION OF NEW MEMBERS**

The Company may admit new Members only upon the approval of all of current Members, provided that each new Member assents to the terms of and executes the Operating Agreement.

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**ARTICLE 8.
DISSOLUTION**

Pursuant to Florida Statutes § 608.441(c), the Company's business shall continue as provided in the Operating Agreement notwithstanding 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.

**ARTICLE 9.
AMENDMENT OF ARTICLES OF ORGANIZATION
AND OPERATING AGREEMENT**

Except as otherwise provided in the Operating Agreement, the Articles of Organization and the Operating Agreement may only be amended by a vote of all of the Members.

**ARTICLE 10.
RELATIONSHIP OF ARTICLES OF ORGANIZATION
TO OPERATING AGREEMENT**

If any provision of these Articles of Organization differs or otherwise conflicts with any provision of the Operating Agreement, then, to the extent allowed by applicable law, the Operating Agreement shall govern.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 31 day of December 1999.

ALLEGRO TOURS, L.L.C.

By _____
Title _____

Richard N. [Signature]
President

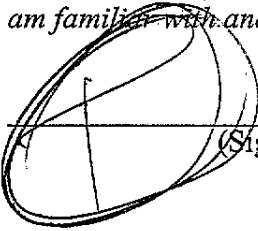
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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/OFFICE
OF
ALLEGRO TOURS, L.L.C.**

PURSUANT TO THE PROVISIONS OF SECTIONS 608.407 AND 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED AGENT/ REGISTERED OFFICE, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is Allegro Tours, L.L.C.
2. The name and address of the registered agent are Ricardo Nelson Rios, 1141 N.W. 30th Court, Miami, FL 33125.

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)

Ricardo Nelson Rios

1/18/00

(Date)

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