

L 00000000 1291

Philip E. Goss, Jr., P.A.
Attorney at Law

Philip E. Goss, Jr.
1172 South Dixie Highway
Suite 188
Coral Gables, FL 33146

Office 305.688.7116
Telefax 305.688.7189
Message Center 305.791.3478

200003116562--2
-01/31/00--01112--025
***125.00 ***125.00

January 28, 2000

Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

LE 2/3
FILED
00 JAN 31 PM 4:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

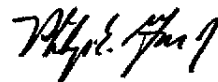
SUBJECT: Emilio Mantero-Atienza, L.C.

L-1291

Dear Sir/Madam:

Enclosed is an original and two (2) copies of the articles of organization for the above referenced limited company. I have enclosed the sum of \$125.00 for the applicable filing fee. Thank you.

Very truly yours,



Philip E. Goss, Jr.



EFFECTIVE DATE

1/27/00

ARTICLES OF ORGANIZATION

OF

Emilio Mantero-Atienza, L.C.

The undersigned individual hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I

NAME

The name and mailing/street address of the principal office of the company shall be:

**Emilio Mantero-Atienza, L.C.
278 Palm Avenue
Miami Beach, FL 33139**

ARTICLE II

REGISTERED AGENT

The name of the registered agent and the street/ mailing address of the registered agent for the company shall be:

**Emilio Mantero-Atienza
278 Palm Avenue
Miami Beach, FL 33139**

ARTICLE III

ADMISSION OF ADDITIONAL MEMBERS

The member shall only allow additional members to be admitted, upon unanimous assent. The member reserves the right to set the cash and other contribution requirements for new members.

EFFECTIVE DATE

1/27/00

FILED
00 JAN 31 PM 4:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE IV

RIGHT TO CONTINUE BUSINESS

The remaining members of the company shall be authorized to continue the business following the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member including any other occurrence that acts to terminate the continued membership of a member of the company.

FILED
00 JAN 31 PM 4:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V

MANAGEMENT OF THE COMPANY

The management of the company is reserved to the members. The managing member and Florida business addresses of that member is as follows:

**Emilio Mantero-Atienza
278 Palm Avenue
Miami Beach, FL 33139**

ARTICLE VI

CONFLICT OF INTEREST

No contract between this company and another company or another individual shall be invalidated by reason of the fact that one or more of the members, officers or directors of this company are officers or directors of the said other company, or by reason of the fact that one or more of the members, officers or directors of this company may be the other individual or

individuals contracting with this company.

ARTICLE VII

AMENDMENT

These ARTICLES OF ORGANIZATION may be amended in the manner provided by law. Every amendment shall be approved by majority vote of the members.

ARTICLE VIII


EFFECTIVE DATE OF EXISTENCE

Pursuant to 608.409(1), Florida Statutes the effective date of this limited company's existence shall be January 27, 2000.

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 28th day of January, 2000.

FILED
00 JAN 31 PM 4:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Emilio Mantero-Atienza


JD/Fc DL M536208 580230

STATE OF FLORIDA

COUNTY OF DADE

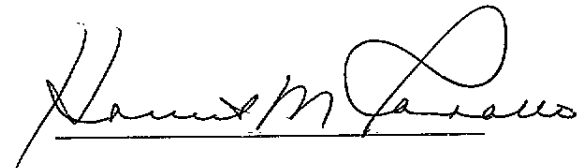
BEFORE ME, a Notary Public, personally appeared Emilio

Mantero-Atienza, to me known to be the person described as the person executing these ARTICLES OF ORGANIZATION or has produced Jz. Duin L... as identification and who executed the foregoing ARTICLES OF ORGANIZATION, and acknowledged before me that he subscribed to these ARTICLES OF ORGANIZATION and did/did not take an oath.

WITNESS my hand and official seal at Dade County, Florida, this 28th day of January, 2000.

My Commission Expires:




NOTARY PUBLIC

FILED
00 JAN 31 PM 4:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 608.415, Florida Statutes, the following is submitted, in compliance with said statute:

That Emilio Mantero-Atienza, L.C., desiring to organize under the laws of the State of Florida, with its initial registered office, as indicated in the ARTICLES OF ORGANIZATION, has named **Emilio Mantero-Atienza, 278 Palm Avenue, Miami Beach, FL 33139**, County of Dade, State of Florida, as its agent to accept service of process within this State.

00 JAN 31 PM 4:09
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Company, at the place designated in this certificate, the undersigned hereby agrees to act in this capacity, is familiar with the requirements of this undertaking, and agrees to comply with the provisions of said statute relative to keeping open said office.


Emilio Mantero-Atienza