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From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

AMV, LLC

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 3, 2000

EMPIRE CORPORATE KIT COMPANY

SUBJECT: AMV, LLC
REF: W00000003088

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Agnes Lunt
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ARTICLES OF ORGANIZATION OF AMV, LLC,
A LIMITED LIABILITY COMPANY

The undersigned, desiring to form a Limited Liability Company under and pursuant to Section 608.404 of the Limited Liability Act, pursuant to Chapter 608 of the Florida Statutes, of the State of Florida, do hereby certify as follows:

FIRST: The name of said limited liability company shall be the AMV, LLC and the mailing address and the street address of the principal office of the limited liability company shall be 7918 North West 56 Street, Miami, Florida 33166.

SECOND: AMV, LLC shall have a perpetual duration from the date of the filing of these Articles of Organization.

THIRD: Copies of the operating agreement and bylaws of the AMV, LLC, a Limited Liability Company may be obtained from the Managing Member via a written request mailed to: 7918 North West 56 Street, Miami, Florida 33166, which is the place in the State of Florida where the principal office of the company is located.

FOURTH: The purposes for which the AMV, LLC is formed are:

(A) to purchase, sell, distribute, broker, invest in, import and export, and otherwise deal with a variety of products and services within and outside the State of Florida as agent for the parent companies, subject to such laws and regulations governing licensing and other requirements pertinent thereto, on its own account and for the accounts of others; and penetrate new markets;

(B) to engage in such other lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Statutes of the State of Florida.

FIFTH: The maximum number of ownership units which AMV, LLC is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

SIXTH: This limited liability company shall be structured as follows: President and Managing Member: Alfonso Mago; Vice President and Managing Member: Mireya Mago; Director of Export/Import: Veronica Mago; Administrative Director: Monica Mago; Director of Marketing and Sales: Margareth Mago.

SEVENTH: The name and mailing address of the company's registered agent is Alfonso Mago whose mailing address is 7918 North West 56 Street, Miami, Florida 33166.

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AMV, LLC page 2 of 2

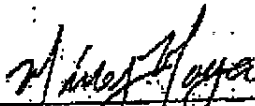
EIGHTH: Affidavit of Membership

The undersigned member or authorized representative of a member of AMV, LLC, certifies that the above named limited liability company has at least five (5) members.


IN WITNESS WHEREOF, we have hereunto subscribed our names this
2nd day of February, 2000.



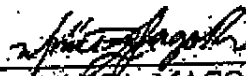
ALFONSO MAGO



MIREYA MAGO



VERONICA MAGO



MONICA MAGO



MARGARETH MAGO

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TALLAHASSEE, FLORIDA

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company AMV, LLC.
2. The name and the Florida street address of the registered agent are:

ALEXANDER J. ALFANO, ESQ
3400 CORAL WAY, SUITE 603
MIAMI, FLORIDA 33145

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
ALEXANDER J. ALFANO, ESQ

Date: 2/3/2000

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