

Law Offices of
MICHAEL A. CURREA
The Courtyards
8181 N.W. 36th Street, Suite 27-C
Miami, Florida 33166

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February 9, 2000

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

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Re.: HEAROM, L.L.C.
Our File No.: 00-9318

Dear Sir/Madam:

Enclosed herewith please find an original and one copy of the Articles of Organization for the above-named proposed Florida limited liability company. Also enclosed is my trust account check in the amount of \$155.00, representing payment of the following:

Filing Fee	\$100.00
Certified Copy of Articles	30.00
Registered Agent Designation Fee	+ 25.00
<u>TOTAL</u>	<u>\$155.00</u>

It would be greatly appreciated if you would file the enclosed Articles and return a certified copy to the undersigned, in the enclosed self-addressed stamped envelope, at your earliest convenience.

Thanking you for your anticipated cooperation in this regard, I remain

Very truly yours,

MICHAEL A. CURREA

MAC/com

Enclosures: Those mentioned herein.

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ARTICLES OF ORGANIZATION OF HEAROM, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be HEAROM, L.L.C., hereafter referred to as "company".

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is 2599 N.E. 163 Street, North Miami Beach, FL 33160.

ARTICLE III - DURATION

The company shall commence its existence on the date these articles of organization are filed with the Florida Department of State. The company's existence shall be perpetual, unless the company is dissolved earlier, as provided in these articles of organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are: ARTURO ANGEL, 2599 N.E. 163 Street, North Miami Beach, FL 33160.

ARTICLE V.- CAPITAL CONTRIBUTIONS

The members shall contribute to the capital of the company the cash or property set forth in Exhibit "A", attached hereto.

ARTICLE VI - ADDITIONAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only upon the unanimous consent of all the members, or as provided in the regulations.

Prepared by:

Michael A. Correa, Esq.
8181 N.W. 36 St., Ste. 27 C
Miami, FL 33166
Fla. Bar No. 198455
Tel. No. (305) 470-9335

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ARTICLES VII - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company, except with the unanimous written consent of the members and on such terms and conditions as shall be determined by the members. A member may transfer his or her interest in the company as provided in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member, unless 75% of the members of the company, excluding the member proposing to dispose of his or her interest, approve of the proposed transfer by written consent.

ARTICLES VIII - MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by a majority vote of the remaining members.

ARTICLE IX - MANAGEMENT

The company shall be managed by the members, in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are:

HERNANDO SOTO
2599 N.E. 163 St.
No. Miami Bch., FL 33160

ARTURO ANGEL
2599 N.E. 163 St.
No. Miami Bch., FL 33160

and

APW MIAMI, INC., a Florida Corporation
2599 N.E. 163 St.
No. Miami Bch., FL 33160

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IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Miami, Florida, on the 9th day of February, 2000.


HERNANDO SOTO


ARTURO ANGEL

APW MIAMI, INC.,
a Florida Corporation,

By: 
OMAR CHAPARRO, President


STATE OF FLORIDA

COUNTY OF MIAMI-DADE

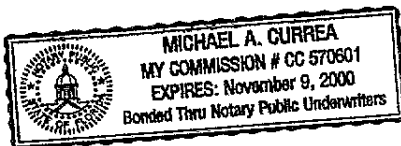
SWORN TO AND SUBSCRIBED before me on the 9th day of February, 2000, by ARTURO ANGEL

who is/are personally known to me or who produced Florida Driver's License respectively, for identification.

My Commission Expires:


Notary Public:

Print Name: _____



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NOTARY PUBLIC
MIAMI-DADE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT/REGISTERED OFFICE
OF HEAROM, L.L.C.

Under the provisions of Secs. 608.415 or 608.507, Fla. Stat., HEAROM, L.L.C., 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 is HEAROM, L.L.C.

2. The name and street address of the registered agent in Florida are:

ARTURO ANGEL
2599 N.E. 163 Street
North Miami Beach, FL 33160

The undersigned, being the person named in the articles of organization of HEAROM, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles or organization, accepts the appointment as registered agent, and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with, and accepts, the obligations of the position of registered agent.


ARTURO ANGEL
Registered Agent

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TALLAHASSEE, FLORIDA