

**L00000002803**  
NORSUD CAPITAL PARTNERS

Miami, March 03, 2000

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

DEPT OF STATE  
REGISTRATION DIVISION  
00 MAR -6 PM 1:00

Enclosed please find an executed copy of the Articles of Incorporation for "NorSud Capital Partners, LLC", for its registration. Should you have any question, please do not hesitate to contact me at the below listed number.

Sincerely,



Ricardo A. Rivas, Organizer.  
(305)438-0024

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-03/07/00--01058--002  
\*\*\*\*160.00 \*\*\*\*160.00

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ARTICLES OF ORGANIZATION

OF

NORSUD CAPITAL PARTNERS, LLC

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 MAR -6 PM 1:00

Under Chapter 608, Florida Statute, for Florida Limited Liability Companies

The undersigned person, acting as an organizer of the limited liability company hereinafter named, sets forth the following statements.

FIRST: The name of the limited liability company (the "Company") is

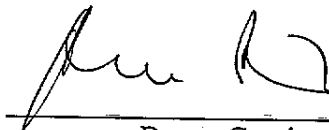
NORSUD CAPITAL PARTNERS, LLC

SECOND: The mailing address of the Company is 3550 Biscayne Boulevard, Suite 508, Miami, Florida 33137-3855

THIRD: The Company is not to have any specific date of dissolution in addition to the events set forth in Chapter 608, Florida Statute.

FOURTH: Byron Garcia is designated as agent of the Company upon whom process against it may be served. Mr. Garcia mailing address is 3773 Pine Tree Drive, Miami Beach, Florida 33140.

*Having been named as registered agent and to accept service of process for the 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 provided for in Chapter 608 F.S.*

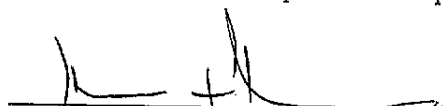


Byron Garcia

FIFTH: The Company is a manager-managed company, and shall be managed by its members, Byron Garcia and Ricardo A. Rivas.

SIXTH: The Company is formed to engage in any lawful business purpose or purposes except to do in this state a business for which another statute specifically requires some other business entity or natural person to be formed or used for such business.

Subscribed and affirmed by me as true under the penalties of perjury on March 02, 2000.



Ricardo A. Rivas, Organizer