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LAW OFFICES
BERNSTEIN & BERGER, P.A.
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100 NORTH BISCAYNE BOULEVARD
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JEFFREY A. BERNSTEIN
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TELEPHONE (305) 371-4555
FAX (305) 374-1789

May 9, 2000

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

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****125.00 ****125.00

RE: Bloomstar, L.C.

W-12699

Dear Sir or Madam:

Enclosed you will please find the original and one copy of the Articles of Organization of Bloomstar, L.C. and my check in the amount of \$125. Please file these articles of organization and provide a conformed copy to this office using the enclosed self-addressed FedEx air waybill.

Very truly yours,

LAW OFFICES OF BERNSTEIN & BERGER

BY


JEFFREY A. BERNSTEIN, ESQ.

FILED
00 MAY 25 AM 8:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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5/25



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 16, 2000

BERNSTEIN & BERGER, P.A.
100 NORTH BISCAYNE BLVD
STE 2608
MIAMI, FL 33132

SUBJECT: BLOOMSTAR, L.C.
Ref. Number: W00000012699

We have received your document for BLOOMSTAR, L.C. and your check(s) totaling \$125.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 500A00027419

FILED
00 MAY 25 AM 8:51
DEPT. OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
BLOOMSTAR, L.C.**

The undersigned, desiring to form a Limited Liability Company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act (the "Act"), does hereby adopt the following Articles of Organization for such Company:

1. **Name.** The name of this limited liability company is BLOOMSTAR, L.C. (the "Company").
2. **Duration.** The company shall exist from the date of filing of these Articles of Organization with the Department of State until the earlier of (i) thirty (30) years from the date of filing or (ii) the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.
3. **Purpose.** The Company is organized for the purpose of transacting all lawful activities and businesses that may be conducted by a limited liability company under the laws of Florida.
4. **Registered Agent and Office.** The name of the initial registered agent of the Company is JUAN IGNACIO PINEROS. The street address of the initial registered agent of the Company is 8800 N.W. 24 Terrace, Miami, Florida 33172.
5. **Place of Business and Principal Office.** The Company's place of business is 8800 N.W. 24 Terrace, Miami, Florida 33172 and its mailing address is 8800 N.W. 24 Terrace, Miami, Florida 33172.
6. **Contributions to the Company.** The total amount of cash initially contributed to the Company by each member is as follows: JUAN IGNACIO PINEROS: \$10,000.00; and CARLOS KRELL: \$10,000. No additional contributions of capital shall be made to the company by the Members without the unanimous consent of the Members.
7. **Additional Members.** The members shall not have the right to admit additional members to the Company except as otherwise provided in the Company's Operating Agreement.
8. **Termination of Membership.** Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event that terminates the continued membership of a member in the Company, the Company shall be dissolved unless the remaining members, by the procedures specified in the Company's Operating Agreement, consent to continue the business of the Company.
9. **Management of the Company.** The management of the company shall be vested in a manager who shall be appointed annually by its members in the manner prescribed by the company's Operating Agreement. The initial number of Managers shall be one (1). The name and address of the initial Manager is as follows:

Name

Address

Juan Ignacio Pineros

8800 N.W. 24 Terrace
Miami, FL 33172

10. Regulations. At the time of executing these Articles of Organization, the members of the Company shall adopt an Operating Agreement containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the Operating Agreement shall be vested in the members of this Company by a majority in interest.

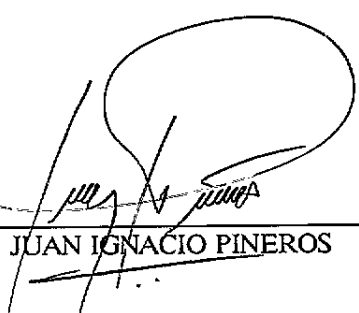
11. Date of Existence of the Company. The existence of the Company shall commence on the date of filing of the Articles of Organization with the Florida Department of State.

12. Transfer of Interest. No member shall have the right to transfer any interest in the Company without the unanimous written agreement of all the members. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of membership.

13. Certificated Interests. The members' interests in the Company may be evidenced by certificates.

14. Amendments. These articles, except with respect to the vested rights of the members, may be amended from time to time by a majority in interest of the members of the Company. All members of the Company agree to abide by the majority decision and agree to sign the certificate of amendment corresponding to such amendments for the purpose of filing with the Florida Department of State, consistent with the Act.

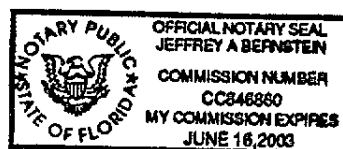
The undersigned, as member of the Company, executed these Articles of Organization effective as of the ____ day of May, 2000.

FILED
00 MAY 25 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
BY 
JUAN IGNACIO PINEROS

STATE OF FLORIDA:
COUNTY OF MIAMI-DADE:

The foregoing instrument was acknowledged before me this 9 day of May 2000 by Juan Ignacio Pineros who is personally known to me or who produced _____ as identification and who did take an oath.


NOTARY PUBLIC, STATE OF FLORIDA



CERTIFICATE DESIGNATING REGISTERED 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 48.091, Florida Statutes, the following is submitted, in compliance with said Act;

First—That BLOOMSTAR, L.C. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Miami, County of Dade, State of Florida, has named Juan Ignacio Pineros, located at 8800 N.W. 24 Terrace, Miami, Florida 33172, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



REGISTERED AGENT

FILED
00 MAR 25 AM 8:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA