

L00000006123

NICHOLAS R. FRIEDMAN, J.D. (RET.)
AXEL HEYDASCH, J.D., LL.M. IN TAXATION
ADMITTED IN FLORIDA AND NEW YORK
ELLEN J. VON GEYSO, J.D. (GERMANY), J.D., LL.M.
ADMITTED IN FLORIDA AND
THE FEDERAL REPUBLIC OF GERMANY
OF COUNSEL:
RICHARD B. MARX, J.D.
ADMITTED IN FLORIDA AND NEW YORK
WOLF M. NIETZER, M.C.L., J.C.B.
ADMITTED IN NEW YORK AND
THE FEDERAL REPUBLIC OF GERMANY
MICHELLE L. PERDOMO, J.D.
ADMITTED IN FLORIDA
VON GEYSO & ASSOCIATES
HAMBURG, GERMANY

NEW WORLD TOWER
100 NORTH BISCAYNE BOULEVARD
30TH FLOOR
MIAMI, FLORIDA 33132

TELEPHONE (305) 358-8400
TELEFAX (305) 377-0111
E-MAIL Haes@aol.com
WWW.USARECHT.COM

May 17, 2000

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Fl 32314

300003262723--1
-05/23/00--01014--004
****125.00 ****125.00

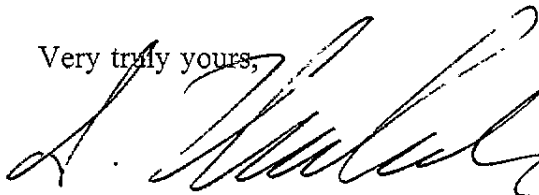
RE: Sofaexcol USA, LC

Dear Sir / Madam:

Enclosed please find two (2) copies of the Articles of Organization for the above referenced corporation together with a check in the amount of \$125.00 made payable to the Secretary of State.

Please be so kind to return a stamped copy of the Articles back to us.

Very truly yours,



AXEL HEYDASCH
Attorney-at-law

AH:at
Enclosures

FILED
00 MAY 22 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L00-6123

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document Examiner	<i>[Signature]</i>
Updater	<i>[Signature]</i>
Updater Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Verifier	<i>[Signature]</i>

ARTICLES OF ORGANIZATION

OF

SOFAEXCOL USA, LC

The undersigned hereby forms a Limited Liability Company under Chapter 608 of the laws of the State of Florida.

ARTICLE I

The name of this Limited Liability Company shall be: Sofaexcol USA, LC

ARTICLE II

This Limited Liability Company shall exist for a period of fifty years.

ARTICLE III

This Limited Liability Company is created for any lawful business purpose, except that special statutes for the regulation and control of specific types of business shall control when in conflict herewith.

The members may continue the business of this Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member.

ARTICLE IV

The Place of business ^{and mailing address} of this Limited Liability Company shall be 2599 NE 163 Street, North Miami Beach, Florida 33160, and such other place or places as the members from time to time may determine. The initial registered agent of the Limited Liability Company shall be Axel Heydasch.

The initial registered office address shall be 100 North Biscayne Blvd., Suite 3000, Miami, Florida 33132.

ARTICLE V

The members of this Limited Liability Company, and their respective membership shares are:

Hernando Soto	90%
Federico Soto	5%
Valentina Soto	5%

ARTICLE VI

The Limited Liability Company will be managed by a sole manager. The initial sole manager shall be Hernando Soto, a member of this Limited Liability Company. The manager's address is: 640 South Mashta Drive, Key Biscayne, Florida 33149.

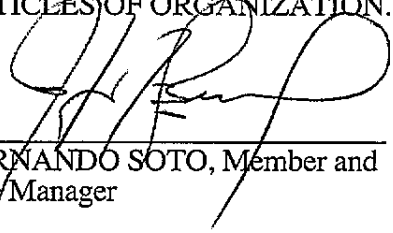
FRIEDMAN & HEYDASCH, P.A.

FILED
00 MAY 22 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII

The Limited Liability Company does hereby indemnify its Manager for any of his conduct on behalf of or related to his duties as Manager of the Limited Liability Company and holds him harmless for any acts on behalf of or in connection with his services for the Limited Liability Company.

IN WITNESS WHEREOF, THE PARTIES HERETO HAVE EXECUTED THESE
ARTICLES OF ORGANIZATION.


HERNANDO SOTO, Member and
Sole Manager

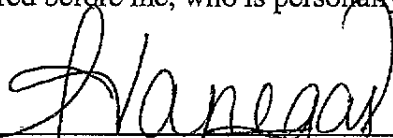
FILED
00 MAY 22 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 12th day of May, 2000, by HERNANDO SOTO, who has personally appeared before me, who is personally known to me, and who did take an oath. ✓

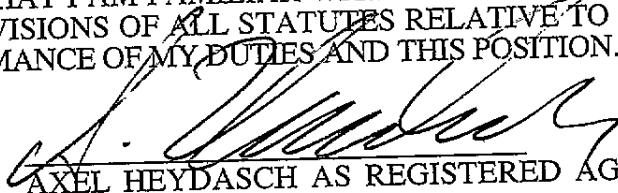


ADRIANA VANEGAS
COMMISSION # CC 718363
EXPIRES FEB 19, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.


NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Adriana Vanegas

WRITTEN ACCEPTANCE BY AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY, AT THE REGISTERED OFFICE DESIGNATED IN THE CERTIFICATE SET FORTH ABOVE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER STATE THAT I AM FAMILIAR WITH AND ACCEPT AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND THIS POSITION.


AXEL HEYDASCH AS REGISTERED AGENT
FOR SOFAEXCOL USA, LC.

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 12th day of May, 2000, by AXEL HEYDASCH, who personally appeared before me, who is personally know to me, and who did take an oath.

NOTARY PUBLIC, STATE OF FLORIDA
Print Name: _____

FILED
00 MAY 22 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA