



THE UNITED STATES
CORPORATION
COMPANY

000000007397

ACCOUNT NO. : 072100000032

REFERENCE : 742301 83086A

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 160.00

ORDER DATE : June 23, 2000

ORDER TIME : 9:46 AM

ORDER NO. : 742301-005

100003302511--4

CUSTOMER NO: 83086A

CUSTOMER: Ms. Sunita Brijmohan
PALMER PALMER & MANGIERO, P.A.
PALMER PALMER & MANGIERO, P.A.
Falls Professional Center
12790 South Dixie Highway
Miami, FL 33156

DOMESTIC FILING

NAME: A.B., LLC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kim Clemons - EXT.

EXAMINER'S INITIALS:

RECEIVED
00 JUN 23 AM 10:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
00 JUN 23 PM 1:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
A.B., LLC.

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes Chapter 608, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

ARTICLE I
NAME

The name of this Limited Liability Company shall be A.B. LLC.

ARTICLE II
DURATION

This Limited Liability Company shall exist for not more than thirty (30) years from the filing date of these Articles with the Office of the Secretary of State.

ARTICLE III
PURPOSE

This Limited Liability Company is being formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida.

ARTICLE IV
PLACE OF BUSINESS AND REGISTERED AGENT

The initial principal place of business and the initial mailing address of this Limited Liability Company shall be 13150 S.W. 130 Terrace, Miami, Florida, 33186; provided that the principal place of business may be changed from time to time and the Limited Liability Company may have such other place or places of business as the members from time to time may determine. The name of the original registered agent of this Limited Liability Company is Basil Battah, whose address is 13150 S.W. 130 Terrace, Miami, Florida, 33186.

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ARTICLE V
CONTRIBUTIONS TO CAPITAL

The initial capital of this Limited Liability Company shall consist of the sum of not less than FOUR HUNDRED NINETY THOUSAND AND NO/100 DOLLARS (\$490,000.00) contributed by its members in money or in property, the fair market value thereof being determined by agreement of all the members. No additional contributions will be required to be made, but may be made, by any member of this Limited Liability Company, upon unanimous approval of the members.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS
AND
TRANSFER OF MEMBERS' INTEREST

No person shall be admitted as an additional member of this Limited Liability Company, without the unanimous approval of the members, which none of them shall be required to give.

A members' interest in this Limited Liability Company shall not be transferred, whether voluntarily or involuntarily, by operation of law, by execution or levy of judgment or order of court or by any other means, without the unanimous approval of the remaining members, which they shall not be required to give. Without the unanimous approval of the remaining members, any such putative transfer of a members' interest shall not entitle the transferee to become a member or to participate in the management of this Limited Liability Company and shall entitle the would-be transferee solely to and as a shareholder upon (i) the share of income of, and (ii), when, as and if declared unanimously by the remaining members, distributions, by way of profits, return of capital or otherwise, from this Limited Liability Company, in each case with respect to the would-be transferor's share thereof and interest in this Limited Liability Company, but not including any compensation paid to would-be transferor for services rendered to this Limited Liability Company.

ARTICLE VII
MEMBERS AND MANAGEMENT OF BUSINESS

The name, address and percentage interest of the members of this Limited Liability Company are:

<u>NAME</u>	<u>ADDRESS</u>
Battah Brothers Inc., a Florida corporation (50%)	13150 S.W. 130 Terrace Miami, Florida 33186
Oficina Tecnica Lambda, C.A. a Venezuelan corporation (50%)	13150 S.W. 130 Terrace Miami, Florida 33186

The business of this Limited Liability Company shall be managed by the members, acting unanimously in a meeting or by written consent without a meeting. The members hereby appoint Basil Battah, as its special manager to carry out, subject to the direction of members, the day to day business of this Limited Liability Company. The general or special managers are authorized to employ, subject to approval of the members, personnel to conduct the business of this Limited Liability Company.

ARTICLE VIII
WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY
OR EXPULSION

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, this Limited Liability Company shall be dissolved; provided that the members other than deceased, retired, resigned or expelled members, may consent to continue the business of this Limited Liability Company, or by amendment to these Articles of Organization may provide for the continued existence of this Limited Liability Company subsequent to the foregoing events, subject to distribution to the former member, his heirs and successors of assets as provided in dissolution.

ARTICLE IX
AMENDMENTS


These Articles may be amended from time to time by a unanimous written consent of all the members, and the amendment shall be filed, duly signed by all members of this Limited Liability Company, with the Florida Department of State.

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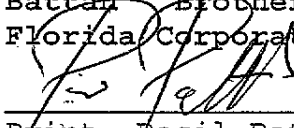
IN WITNESS WHEREOF, the undersigned, being of the initial members have executed these Articles of Organization on this 19 day of June, 2000.

WITNESSES:

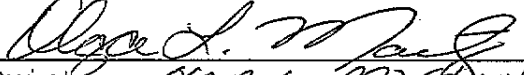

Print: PAUL PALMER


Print: ANGEL R. MACARIO


Battah Brothers, Inc., a
Florida Corporation


Print: Basil Battah
Title: President


Print: PAUL PALMER


Print: ANGEL R. MACARIO

Oficina Tecnica Lambda, C.A., a
Venezuelan corporation


Print: Angel R. Macario
Title: President

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

The foregoing instrument was acknowledged before me this 19 day of June, 2000, by Basil Battah as President of Battah Brothers, Inc., a Florida Corporation, who is personally known to me or who has produced a drivers license as identification and who did take an oath.


Notary Public, State of Florida

My Commission Expires:

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



Paul Palmer
MY COMMISSION # CC755342 EXPIRES
July 27, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

The foregoing instrument was acknowledged before me this 19th day of June, 2000, by Angel R. Macario as President of Oficina Tecnica Lambda, C.A., a Venezuelan corporation, who is

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

personally known to me or who has produced a passport as identification and who did take an oath.



Notary Public, State of Florida

My Commission Expires:



Paul Palmer
MY COMMISSION # CC755342 EXPIRES
July 27, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

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