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To:
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Fax Number : (850) 922-4003

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

EFFECTIVE DATE
6-25-00

LIMITED LIABILITY COMPANY

Terra Foods LLC

Certificate of Status	1
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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Terra Foods LLC

Article II. Address

The Company's street and mailing address is:
Terra Foods LLC
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Rossz Fiu Corporation
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Jan Carson Cheezem | FL Bar Member 335193
Cohen | Fox P.A.
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310
305-358-7605

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Article V. Management


This will be a member-managed company. The name of each member is:

Pablo Liberatori

Article VI. Company Existence

The Company's existence shall begin effective as of June 25, 2000.

The undersigned authorized representative of a member executed these Articles of Organization on June 27, 2000.



JAN CARSON CHEEZEM
by T. Hardy as attorney-in-fact

Jan Carson Cheezem | FL Bar Member 335193
Cohen | Fox P.A.
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310
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STATEMENT OF REGISTERED AGENT


LIMITED LIABILITY COMPANY:

Terra Foods LLC

REGISTERED AGENT/OFFICE:

Rossz Fiu Corporation
200 South Biscayne Boulevard, 20th Floor
Miami FL 33131-2310

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


ROSSZ FIU CORPORATION
by T. Hardy as attorney-in-fact

Date: June 27, 2000

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