

Trade America
4000000008551

2780 SW 37th Ave, Suite 301, MIAMI, FL 33133
Telephone 305.442-8232 FAX 305.442-4667
WWW.Chinafreetrade.org

June 23, 2000

00789-01117-000671

MJH

Florida Department of State
Secretary of State, Div of Corporation
Post Office Box 6327
Tallahassee, FL 32314

W-16666
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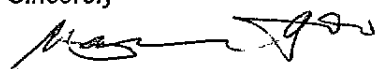
Filing New LLC Entity:

Dear Officer:

Please file the attached Articles of Organization, we have enclosed our check to cover the filing and Reg. Agent fee. Please return to us a recorded copy, to 2780 SW 37th Ave, Suite 301, MIAMI, FL 33133.

Thanks for your assistance.

Sincerely



Maurice Hoo,
Trustee/Member and Reg. Agent.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 17 AM 10:00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 29, 2000

MAURICE HOO
TRADE AMERICA
2780 SW 37TH AVE., SUITE 301
MIAMI, FL 33133

SUBJECT: TRADE AMERICA CONSORTIUM, LLC
Ref. Number: W00000016666

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

The document must contain the entity's complete mailing address.

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) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 500A00036841

ARTICLES OF ORGANIZATION
OF
TRADE AMERICA CONSORTIUM, LLC

THE UNDERSIGNED, pursuant to the provisions of FS SECTION 608.401 of the Florida Statutes for the purpose of forming a Limited Liability Company under the laws of the State of Florida do

Hereby set forth the following:

NAME

The name of the Limited Liability Company is:

TRADE AMERICA CONSORTIUM, LLC

2. PERIOD OF DURATION

This limited liability shall have perpetual existence.

3. PURPOSE

The purpose is to manage, operate, mortgage, sell or otherwise deal all aspects of operating a business
Located at 2780 S.W, 37th Ave, Suite 301, Miami, DADE County, FL 33133, and to engage in such other
Business and activities as may be permitted by the laws of the State of Florida. The Limited Liability
Company shall have all of the powers vested in limited liability companies organized and existing by
Virtue of said laws.

4. ADDRESS OF PLACE OF BUSINESS

The address of the place of business in Florida for the Limited Liability Company is:

2780 SW . 37th Ave, Suite 301, Miami FL 33133
The mailing address is the same.

5. REGISTERED AGENT

The name and address of the initial Registered Agent in Florida for the Limited Liability Company,

Maurice Hoo, 2780 SW 37th Ave, Suite 301 Miami, Florida 33133.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUL 17 AM 10:00

6. CAPITAL CONTRTBUTIONS

Upon the initial organization of this Limited Liability Company, the total amount of cash and the agreed value of all property other than cash contributed was \$ 1,000.00.

7. ADDITIONAL CONTRIBUTIONS:

The total additional contributions, if any, agreed to be made by all members and the times at which or the events of happening at which, that shall be made, are as follows: No total additional Contributions have been agreed to at the date of filing of these Articles of Organization. Additional Contributions, if any, will be made by the vote of a majority of all of the members in accordance with the provisions of Paragraph 10 below.

8. ADDITIONAL MEMBERS

Members may admit additional members upon unanimous agreement of the then existing Members.

9. CONTINUITY OF BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or after any other event which terminates the membership of a member, have the right to continue the business of this Limited Liability Company subject to the Approval by unanimous vote of the remaining members; provided that at least two members remain.

10. MANAGEMENT

The business and affairs of the Limited Liability Company shall be managed and all decisions shall be made by a majority vote of the members, each member having one vote for each percentage point (or the appropriate fraction thereof) of "percentage ownership" in the Limited Liability Company. Notwithstanding the same, the execution of any instrument, including deeds, mortgages, Leases and other contracts, purporting: to be signed on behalf of the Limited Liability Company by any one (1) member shall, as to any third party relying thereon, be conclusively presumed to have been the authorized act of the Limited Liability Company, and shall, for all purposes, bind it. The names, addresses and. percentage ownership of the members of the Limited Liability Company are as follows:

NAME	ADDRESS	PERCENTAGE
TradeAMERICA CONSORTIUM, LLC		75.00%
FTZ-ASIA Ltd.		25.00%
2780 SW 37 Avenue, Ste. 301, Miami, FL 33133		

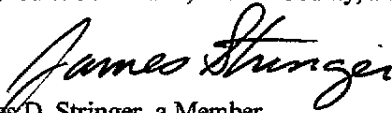
11. REGULATIONS

The regulations of this Limited Liability Company may only be adopted, amended, altered or repealed by a majority vote of the members, said votes being cast in the manner set forth in Paragraph 10 above.

12. AMENDMENT

This Limited Liability Company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization by a majority vote of the members, said vote being cast in the manner set forth in Paragraph 10 above.

Executed at 2780 SW 37th Ave, Suite 301 Miami, DADE County, Florida, on the 20th day of June, 2000


James D. Stringer, a Member
For: TradeAMERICA CONSORTIUM, LLC


Maurice Hoo, as Trustee, A Member
For: TradeAMERICA CONSORTIUM, LLC

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 20th day of June 2000, by: James D. Stringer, anf, Maurice Hoo, as Trustee, the members of TradeAMERICA CONSORTIUM, LLC

Florida Limited Liability Company to be formed, who are personally known to me, Produced Florida Drivers' Licenses as identification.


Notary Public, State of Florida
at Large

My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

HAVING been appointed the Registered Agent of TradeAMERICA CONSORTIUM, LLC The undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes §section 608.415 and is herewith simultaneously designated as Registered Agent by TradeAMERICA CONSORTIUM, LLC

Executed this day of June, 2000.



REGISTERED AGENT