



L000000012498

ACCOUNT NO. : 072100000032

REFERENCE : 864142 7199649

AUTHORIZATION :

Patricia Pizeto

COST LIMIT : \$ 155.00

ORDER DATE : October 16, 2000

ORDER TIME : 9:35 AM

ORDER NO. : 864142-005

CUSTOMER NO: 7199649

CUSTOMER: Ms. Olga Duque
Hunton & Williams

000003425150--4

1 Biscayne Tower
2 South Biscayne Blvd
Miami, FL 33131

DOMESTIC FILING

NAME: AMARAFLORE INTERNATIONAL,
LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
00 OCT 16 AM 11:22
NOT RECORDED
TO AVOID DELAY
SUFFICIENCY OF FILING

00 OCT 16 AM 11:08
SPRINGFIELD, FLORIDA
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

10-16-00

**ARTICLES OF ORGANIZATION
OF
AMARAFLORE INTERNATIONAL, LLC**

These Articles of Organization are made for the purpose of organizing a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

ARTICLE I - NAME

The name of the limited liability company is Amaraflor International, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 6701 NW 7th Street, Suite 170, Miami, Florida 33126.

ARTICLE III - DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV - PURPOSES

The Company is organized for the purpose of transacting all lawful activities and businesses.

**ARTICLE V
REGISTERED AGENT; REGISTERED ADDRESS**

The name of the initial registered agent of the Company is Corporation Service Company. The Florida street address of the initial registered agent of the Company is 1201 Hays Street, Tallahassee, Florida 32301-2525.

**ARTICLE VI
MANAGEMENT**

The Company is to be managed by one or more managers and is therefore a manager-managed company.

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SFO
TALLAHASSEE, FLORIDA

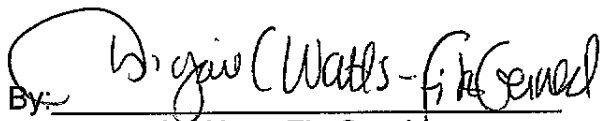
ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

Additional members to the Company may be admitted in accordance with the terms and conditions of the Company's Operating Agreement.

ARTICLE VIII
MEMBERS RIGHTS TO CONTINUE BUSINESS

If a member of the Company dies, retires, resigns, is expelled, becomes bankrupt or dissolves, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining member(s), if any, may, by unanimous written agreement, continue the business of the Company.

IN WITNESS WHEREOF, the undersigned authorized representative of the members of Amaraflor International, LLC has executed these Articles of Organization as of October 2nd 2000.

By: 
Abigail C. Watts-FitzGerald, as
authorized representative of the
Members

APPROVED
AND
FILED

00 OCT 16 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

W I T N E S S E T H:

That Amaraflor International, LLC desiring to organize under the laws of the State of Florida, has named Corporation Service Company, located at 1201 Hays Street, Tallahassee, Florida 32301-2525, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 16th day of October, 2000.

Registered Agent

BRIAN COURTNEY, ASST. VP.

00 OCT 16 AM 11:06
TALLAHASSEE, FLORIDA

AMARAFLOR
ASST. VP.
FILED