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ATTORNEYS AT LAW • ABOGADOS

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*****125.00 *****125.00

October 3, 2000

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

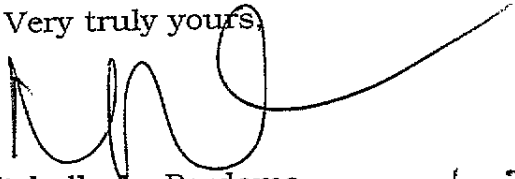
RE: **Dulceria Andreina - USA, L.L.C.**

Dear Sir or Madam:

Enclosed please find Two (2) copies of the Articles of Organization for the above captioned corporation along with a check for payment of the official fee.

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

Very truly yours,


Michelle L. Perdomo
Attorney-at-law

L00-12927
R

Enclosures

FILED
OCT 19 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
DULCERIA ANDREINA - USA, L.L.C.**

ARTICLE I

The name of this Limited Liability Company shall be:

Dulceria Andreina - USA, L.L.C.

ARTICLE II

This Limited Liability Company shall exist for a period of thirty 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 9320 Fontainebleau Blvd., #201, Miami, Florida 33172, 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 Michelle L. Perdomo, P.A.

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

ARTICLE V

The member(s) of this Limited Liability Company, and his/their respective membership shares is/are:

Jose Miguel Hernandez

100%

FILED
00 OCT 19 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The Limited Liability Company will be managed by a sole manager. The initial sole manager shall be: Jose Miguel Hernandez. His address is:

Jose Miguel Hernandez
9320 Fontainebleau Blvd., #201
Miami, Florida 33172

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.



Jose Miguel Hernandez

NO OCT 1 2000 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA)
) SS
COUNTY OF DATE)

The foregoing instrument was acknowledged before me this 3 day of October, 2000, by J.M. Hernandez, who have personally appeared before me, who are personally known to me, and who did take an oath.

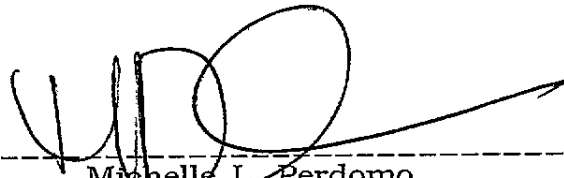


NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Axel Heydasch

 Axel Heydasch
Commission # CC 729193
Expires Mar. 29, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

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.



Michelle L. Perdomo
AS REGISTERED AGENT FOR
DULCERIA ANDREINA - USA, L.L.C.

FILED
00 OCT 19 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 3rd day of October, 2000, by Michelle Perdomo, who personally appeared before me, who is personally know to me, and who did take an oath.



NOTARY PUBLIC, STATE OF FLORIDA



Print Name: Axel Heydasch