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MICHELLE L. PERDOMO & ASSOCIATES, P.A.
ATTORNEYS AT LAW • MIAMI, FLORIDA

MICHELLE L. PERDOMO, J.D.
ADMITTED IN FLORIDA
AMERICAN IMMIGRATION LAWYERS ASSOCIATION MEMBER

JOANN HENNESSEY, J.D., LL.M. IN ESTATE PLANNING
ADMITTED IN FLORIDA AND NEW YORK

OF COUNSEL:
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OFFICE ADMINISTRATOR:
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TELEPHONE (941) 540-5560
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E-MAIL IMMATTY@AOL.COM

October 10, 2000

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

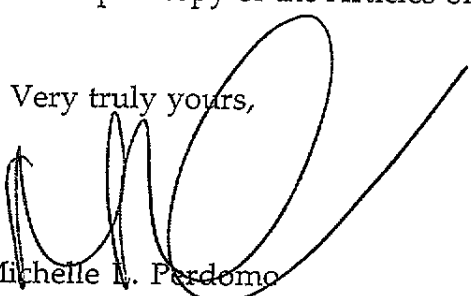
RE: PIXELCOL LIMITED, L.L.C.

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

FILED
OCT 31 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosures.

L00-13406
gl



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

October 23, 2000

MICHELLE L. PERDOMO
100 NORTH BISCAYNE BLVD., 39TH FLOOR
MIAMI, FL 33132

SUBJECT: PIXELCOL LIMITED, L.L.C.
Ref. Number: W00000025487

We have received your document for PIXELCOL LIMITED, L.L.C. 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 name of the entity cannot include "LIMITED." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

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) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 300A00055243

FILED
00 OCT 31 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MICHELLE L. PERDOMO & ASSOCIATES, P.A.
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October 30, 2000

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

RE: **PIXELCOL, L.L.C. - W00000025487.**

Dear Officer Tammi Cline:

Thank you for your letter dated October 23, 2000, received today
October 30, 000.

Enclosed please find the following:

1. Copy of your letter dated October 23, 2000 (Letter Number: 300A00055243),
2. Original and copy of the amended Articles of Organization for the above captioned corporation (Pixelcol, L.L.C. instead of Pixelcol Limited, L.L.C.)

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

Your immediate attention to this matter is greatly appreciated.

Very truly yours,



Michelle L. Perdomo
Attorney-at-law

Enclosures.

FILED
00 OCT 31 PM 5:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
PIXELCOL, L.L.C.

ARTICLE I

The name of this Limited Liability Company shall be:

PIXELCOL, 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 2103 Coral Way, Suite 202, Miami, Florida 33145, 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:

Carlos E. Silva-Parra

100%

FILED
00 OCT 10 PM 5:00
SECRETARY OF STATE
MIAMI, FLORIDA

ARTICLE VI

The Limited Liability Company will be managed by a sole manager. The initial sole manager shall be: Carlos E. Silva-Parra. His address is:

Carlos E. Silva-Parra
2103 Coral Way, Suite 202
Miami, Florida 33145

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.



Carlos E. Silva-Parra

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 OCT 31 PM 5:00

FILED

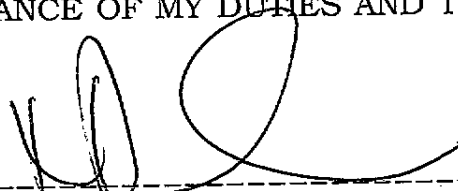
STATE OF FLORIDA)
) SS
COUNTY OF DATE)

The foregoing instrument was acknowledged before me this 30 day of October, 2000, by Carlos Silva-Parra who have personally appeared before me, who are personally know to me, and who did take an oath.

NOTARY PUBLIC
Axel Heydasch
Commission # CC 729193
Expires Mar 29, 2002
NOTARY PUBLIC STATE OF FLORIDA
Print Name: Axel Heydasch
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
PIXELCOL, L.L.C.

FILED
09 OCT 31 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30 day of October, 2000, by Michelle Perdomo, who personally appeared before me, who is personally know to me, and who did take an oath.



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

NOTARY PUBLIC, STATE OF FLORIDA

Print Name: Axel Heydasch