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**LIMITED LIABILITY COMPANY**

**CBI RESOURCES, LLC**

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

November 22, 2000

EMPIRE

SUBJECT: CBI RESOURCES, LLC  
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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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**ARTICLES OF ORGANIZATION OF**  
**CBI RESOURCES, LLC**

**ARTICLE I**  
**NAME**

The name of this Limited Liability Company shall be CBI RESOURCES, LLC (the "Company").

**ARTICLE II**  
**DURATION**

The period of duration of the Company shall be perpetual, and the Company shall be in existence until dissolved in a manner provided by law, or as provided in the Operating Agreement.

**ARTICLE III**  
**PURPOSE**

The Company is created for the purpose of transacting and engaging in any activity or business authorized under the Florida Statutes.

**ARTICLE IV**  
**PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Company shall be 777 Brickell Avenue, Suite 500, Miami, FL 33131, and such other place or places as the member from time to time may determine. The mailing address of the Company is 777 Brickell Avenue, Suite 500, Miami, FL 33131.

**ARTICLE V**  
**INITIAL REGISTERED OFFICE AND**  
**REGISTERED AGENT**

The initial registered agent of the Company shall be Steven L. Cantor, P.A. The address of the initial registered agent is 777 Brickell Avenue, Suite 500, Miami, Florida 33131.

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ARTICLE VI  
MEMBER

The Company shall have one (1) member at the time of formation. The name and address of the member is:

OROSMAN RODRIGUEZ  
777 Brickell Avenue, Suite 500  
Miami, Florida 33131

ARTICLE VII  
MANAGEMENT

All business of the Company will be conducted under the exclusive management of its members who will vote according to their proportionate interest in the Company and shall have exclusive authority to act for the Company in all matters.

ARTICLE VIII  
NEW MEMBERS

No additional members shall be admitted to the Company, and no member may transfer his or her interest in the Company, except, in either case as set forth in the Operating Agreement, and if there is no Operating Agreement then in effect, by unanimous consent of all of the members. No transferee shall have the right to participate in the management of the business and affairs of the Company or become a member unless admitted as a member upon such terms and conditions as set forth in the Operating Agreement, and if no Operating Agreement is in effect, upon the unanimous consent of all of the members. Contributions of new members shall be determined as of their time of admission to the Company.

ARTICLE IX  
DISSOLUTION AND MEMBERS RIGHTS  
TO CONTINUE BUSINESS

The Company shall be terminated and dissolved upon :

- (A) the vote of all holding an interest in the Company;
- (B) the expiration of the term of the Company; or
- (C) the death, retirement, or resignation of a member, if the remaining members do not vote unanimously to continue the business of the Company.

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IN WITNESS WHEREOF, the undersigned have caused these Articles of Organization to be executed on the 21 day of November, 2000, effective upon filing same with the Florida Department of State.

CBI RESOURCES, LLC

  
\_\_\_\_\_  
OROSMAN RODRIGUEZ, Sole Member

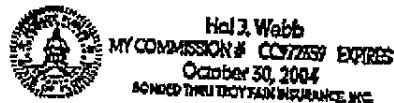
STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF MIAMI-DADE )

The foregoing instrument was acknowledged before me this 21 day of November, 2000, by OROSMAN RODRIGUEZ, who did execute the foregoing Articles of Organization as the sole member, who is personally known to me, or who has produced \_\_\_\_\_ as identification, and being first duly sworn, acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

  
\_\_\_\_\_  
Notary Public - State of Florida  
Hal J. Webb  
\_\_\_\_\_  
Printed name of Notary Public

My Commission Expires: Oct 30, 2004

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NOTARY PUBLIC  
MIAMI-DADE, FLORIDA

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for CBI RESOURCES, LLC at 777 Brickell Avenue, Suite 500, Miami, Florida 33131, I hereby accept the appointment as Registered Agent and agree to act in this capacity. 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 obligations of my position as registered agent.

  
\_\_\_\_\_  
Steven L. Cantor, Registered Agent

Dated: 11-21-2000

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