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KRAMER & RASSNER, P.A.

7700 NORTH KENDALL DRIVE, SUITE 510
MIAMI, FLORIDA 33156

JEFFREY S. KRAMER, ESQUIRE
WAYNE H. RASSNER, ESQUIRE

TELEPHONE (305) 270-8876
FAX (305) 270-0849

MJH

December 4, 2000

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

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-12/08/00 01106 016
***155.00 ***155.00

RE: UNIAGRO, L.L.C.

To Whom it May Concern:

Enclosed please find original and one copy of Articles of Organization regarding UNIAGRO, L.L.C. We have enclosed our firm check, in the amount of \$155.00 which represents payment for the following:

Filing Fee Articles of Organization:	\$125.00
Certified Copy:	30.00

Please contact me to confirm your receipt of the enclosed. Please return the filed Articles (certified copy) in the self-addressed, stamped, envelope provided.

Your assistance is greatly appreciated.

Very truly yours,



Desiree V. Bonar, asst. to
WAYNE H. RASSNER, ESQUIRE

WHR/dvb
Enclosures

1110
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC -8 PM 4:10

**ARTICLES OF ORGANIZATION OF UNIAGRO, L.L.C.
A FLORIDA
LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I Name:

The name of the Limited Liability Company is: UNIAGRO, L.L.C.

ARTICLE II Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 7376 SW 48 STREET, MIAMI, FLORIDA 33155

ARTICLE III Duration:

The period of duration for the Limited Liability Company shall be: Perpetual

ARTICLE IV Management:

The Limited Liability Company is to be managed by a manager the name and address of such manager who is to serve as manager is: Jorge A. Silva, 7376 S.W. 48 Street, Miami, Florida 33155

ARTICLE V Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: pursuant to the Operating Agreement of this Limited Liability Company.

ARTICLE VI Members Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be: pursuant to the Operating Agreement of this Limited Liability Company.

ARTICLE VII Members

The names of the initial members are as follows:

**Varinka Isaza
Nestor Aristizabal
Jorge A. Silva
Rosario M. Silva**

00 DEC -8 PM 4: 10

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE VII

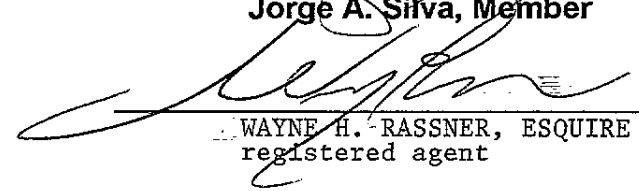
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 7700 N. Kendall Drive, Suite 510, City of Miami, State of Florida 33156, and the name of the company's initial registered agent at that address is WAYNE H. RASSNER, ESQUIRE.

The undersigned, being an authorized representative of the member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of UNIAGRO, L.L.C.

IN WITNESS WHEREOF, we have signed these Articles of Organization and acknowledged them to be our act this 29 day NOVEMBER of 2000.



Jorge A. Silva, Member

WAYNE H. RASSNER, ESQUIRE
registered agent