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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 922-4003

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

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LIMITED LIABILITY COMPANY

State Capital Investments, LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
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ARTICLES OF ORGANIZATION
OF
STATE CAPITAL INVESTMENTS, LLC.

ARTICLE I
NAME OF COMPANY

The name of this limited Liability Company shall be:

STATE CAPITAL INVESTMENTS, LLC.

ARTICLES II
ADDRESS

The Company's mailing and street address is:

C/o Jean-Claude Lattes
3690 Chase Avenue
Miami Beach 33140

ARTICLES III
DURATION

The period of the Company's duration shall not exceed seventy-five (75) years from the date of filing of these Articles of Organization with the Department of State and shall be as provided in the Company's Regulations. The effective date of the Limited Liability Company shall be the date of filing with the Department of State.

ARTICLES IV
NATURE OF BUSINESS

The general purpose for which this company is organized is to engage in any lawful activity or to transact any lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

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ARTICLE V
INITIAL REGISTERED AGENT
AND REGISTERED AGENT'S ADDRESS

The street address of the initial Registered Agent shall be 941 4th Street, #200, Miami Beach, FL 33139, and the name of the Registered Agent of the Company at that address is Corporate Creations Enterprises, Inc.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the Company from time to time upon the terms and conditions unanimously agreed upon by the members in the manner provided by the Regulation's of the Company.

ARTICLE VII

Upon 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 Company, the Company's business shall not continue and the Company shall be dissolved in accordance with the provisions of the Florida Limited Liability Company Act, unless the remaining members unanimously agree to continue the business of the Company in the manner provided by the Company's Regulations.

ARTICLE VIII
MANAGEMENT OF THE COMPANY

The Company is to be managed by its Manager, who shall have full authority to act on behalf of the Company. The name and address of the Manager are as follows:

JEAN-CLAUDE LATTES
3690 Chase Avenue
Miami Beach 33140

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ARTICLE IX

REGULATIONS OF THE COMPANY

The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the members of the Company. The regulations may contain any provision for the regulation and management of the affairs of the Company not consistent with law or these Articles of Organization.

ARTICLE X

COMMENCEMENT DATE


Existence of the Company shall commence upon the filing of these Articles.

ARTICLE XI

PROFITS / LOSSES

The profits and losses of the Company shall be allocated among the members on the basis of each member's relative capital account.

THE UNDERSIGNED, as the authorized representative of the Members of the Company, for the purpose of forming a Limited Liability Company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.



Jean-Claude Lattes

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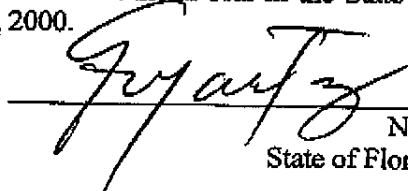
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STATE OF FLORIDA)
) S.S
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the County and State above to take acknowledgments, personally appeared Jean-Claude Lattes to me known to be the person who executed the foregoing Articles of Organization, for the purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and official seal in the State and County above, this _____ day of _____, 2000.



Notary Public
State of Florida at Large

My Commission Expires:



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, and 608.507 of the Florida Limited Liability Company Act:

1. The name of the Company is:
STATE CAPITAL INVESTMENTS, L.L.C.
2. The name of the Registered Agent and address of the Registered Office is:
Corporate Creations Enterprises, Inc.
941 4th Street, #200
Miami Beach, FL 33139

Having been named as Registered Agent and to accept service of process for the above stated Limited Liability Company at the place designated in such Articles of Organization, I hereby accept the appointment as Registered Agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as Registered Agent.

By:
Registered Agent

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

) S.S

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the County and State above to take acknowledgments, personally appeared Randy Fernandez to me known to be the person who executed the foregoing Certificate, for the purposes therein expressed.

IN WITNESS WHEREOF, I have set my hand and official seal in the State and County above, this 20 day of December, 2000.

J. Buc
Notary Public
State of Florida at Large

My Commission Expires:



Taide Back
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Expires Sep. 19, 2004
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