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From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

AL

LIMITED LIABILITY COMPANY

BARRERAS & ~~BARBER~~, L.L.C.

RachLin

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January 12, 2001

FAS-T CORP. AGENTS, INC.

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REF: W01000001040

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF ORGANIZATION

OF

BARRERAS & RACHLIN, L.L.C.

The undersigned subscribers to these Articles of Organization, adopt these Articles to form a Limited Liability Company under the Professional Service Corporation and Limited Liability Company Act, F.S. Chapter 621, and other laws of the State of Florida, made effective January 1, 2001.

ARTICLE I
NAME

The name of the Limited Liability Company is BARRERAS & RACHLIN, L.L.C. 11120 N.KENDALL DR., Ste #201, Miami FL 33176.

ARTICLE II
REGISTERED AGENT

The initial registered agent of the Company is LESTER BARRERAS, 11120 N. KENDALL DR., STE. 201, MIAMI, FL 33176.

ARTICLE III
MANAGEMENT

The Company shall be a manager-managed company, and shall initially be managed by LESTER BARRERAS. The Operation Agreement may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the law or these Articles of Organization.

ARTICLE IV
MEMBERS

The names and addresses of the initial members of the Company are:

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NAME

ADDRESS

Lester Barreras


11120 N. Kendall Dr., #201
Miami, FL 33176

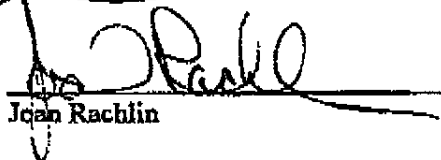
Joan Rachlin

11120 N. Kendall Dr., #201
Miami, FL 33176

IN WITNESS WHEREOF, the undersigned members have made and subscribed
these Articles of Organization at Miami, Florida the foregoing uses and purposes this

10 day of JANUARY, 2001.



Lester Barreras


Joan Rachlin

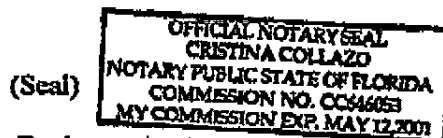
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STATE SECRETARY OF STATE
DIVISION OF CORPORATIONS

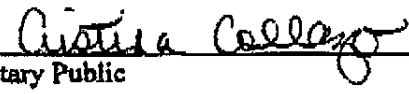
STATE OF FLORIDA

COUNTY OF Miami-Dade

The foregoing instrument was acknowledged before me this 10th day of
January, 2001 by LESTER BARRERAS who is personally known to
me or has produced _____ as identification.



Comm. Expires 5/12/01
Comm. No. CC646053



Notary Public
Cristina Collazo

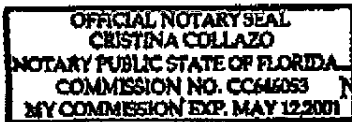
Printed Notary Signature

STATE OF FLORIDA

COUNTY OF Miami-Dade

The foregoing instrument was acknowledged before me this 10th day of January, 2001 by JOAN RACHLIN who is personally known to me or has produced _____ as identification.

(Seal)



Notary Public

Comm. Expires 5/12/01
Comm. No. CC 646053

Cristina Collazo
Printed Notary Signature

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F.A.H.
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for BARRERAS & RACHLIN, L.L.C., at the place designated herein, 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 relating to the proper and complete performance of my duties. I am familiar with and accept the obligations of my position as registered agent, as provided for in Chapter 608, Florida Statutes.


Lester Barreras

Date: 1/12/01

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