

LO1000001208

T R HERRERA FINANCIAL SERVICES, INC.
1250 EAST HALLANDALE BEACH BLVD. SUITE 1004
HALLANDALE, FL 33009
954-457-0970
FAX 954-457-0971

January 17, 2001

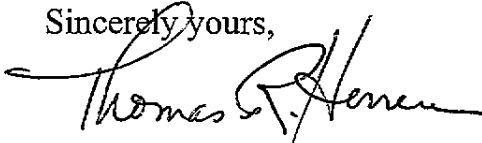
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

FILED
01 JAN 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FL 32314
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****125.00 ****125.00

Dear Sirs:

Enclosed please find my check for \$125.00 to cover the filing and registered agent fees on D' Palma Services, L.L.C. Thank you for your kind cooperation in this matter.

Sincerely yours,



Thomas R. Herrera
President

LO1-1208
OR

**ARTICLES OF ORGANIZATION
OF
D' PALMA SERVICES, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files the following Articles of Organization:

ARTICLE I.

NAME OF LIMITED LIABILITY COMPANY

The name of the Company shall be:

D'PALMA SERVICES, L.L.C.

ARTICLE II.

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Company shall be:

C/O TR HERRERA FINANCIAL SERVICES, INC.
1250 E. HALLANDALE BEACH BLVD. SUITE 1004
HALLANDALE, FL 33009

ARTICLE III.

PURPOSE

The Company may engage in any business as allowed under the laws of the United States and under the laws of the State of Florida.

ARTICLE IV.

TERM OF EXISTENCE

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall exist perpetually.

ARTICLE V.

CAPITAL CONTRIBUTION AND ADDITIONAL CONTRIBUTIONS

The members of the Company shall make capital contributions to the Company only on the unanimous consent of all the members, or as provided in the regulations.

FILED
01 JAN 22 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI.

INITIAL REGISTERED OFFICE AND AGENT

The Company's initial Registered Agent and Registered Office in the State of Florida shall be:

DANIEL PALACIOS
C/O TR HERRERA FINANCIAL SERVICES, INC.
1250 E. HALLANDALE BEACH BLVD. SUITE 1004
HALLANDALE, FL 33009

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HALLANDALE, FL 33009

ARTICLE VII.

ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII.

MEMBERS' RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by unanimous vote of all the remaining members.

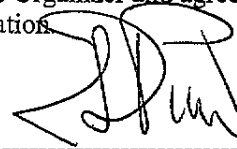
ARTICLE IX.

ORGANIZER

The name and address of the person signing these Articles of Organization as Organizer is:

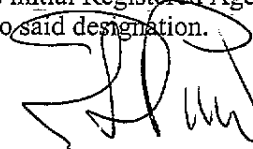
DANIEL PALACIOS
C/O TR HERRERA FINANCIAL SERVICES, INC.
1250 E. HALLANDALE BEACH BLVD. SUITE 1004
HALLANDALE, FL 33009

The undersigned hereby accepts the foregoing designation as Organizer and agrees to comply with the provisions of law applicable to said designation.



DANIEL PALACIOS
ORGANIZER

The undersigned hereby accepts the foregoing designation as initial Registered Agent and agrees to comply with the provisions of law applicable to said designation.



DANIEL PALACIOS
REGISTERED AGENT

FILED

01 JAN 22 PM 5:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA