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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

3-26-01

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TALLAHASSEE, FLORIDA

FILE

LIMITED LIABILITY COMPANY

Mega USA LLC

Certificate of Status	1
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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Mega USA LLC

EFFECTIVE DATE
3-26-01

Article II. Address

The Company's street and mailing address is:

Mega USA LLC
3211 Ponce De Leon Boulevard
Suite 201
Coral Gables FL 33134

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TALLAHASSEE, FLORIDA

Article III. Registered Agent

The name and street address of the Company's registered agent is:

Edward Montoya, Esq.
3211 Ponce De Leon Boulevard
Suite 201
Coral Gables FL 33134

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Edward Montoya | FL Bar Member 972649
Montoya Alvarez & Fernandez, P.L.
3211 Ponce De Leon Boulevard
Suite 201
Coral Gables FL 33134
305-443-9100
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Article V. Management

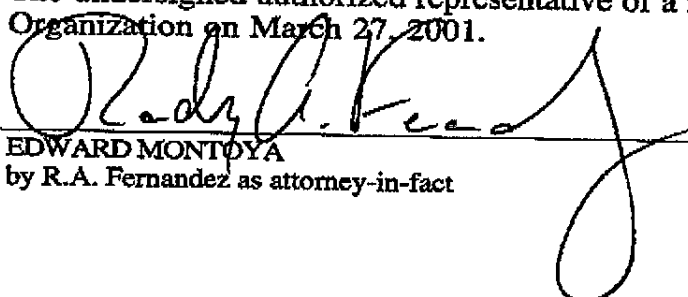
This will be a manager-managed company. The name and address of each manager is:

JOSE M. RIOFRIO
3211 Ponce De Leon Boulevard Coral Gables FL 33134

Article VI. Company Existence

The Company's existence shall begin effective as of March 26, 2001.

The undersigned authorized representative of a member executed these Articles of Organization on March 27, 2001.


EDWARD MONTOKA
by R.A. Fernandez as attorney-in-fact

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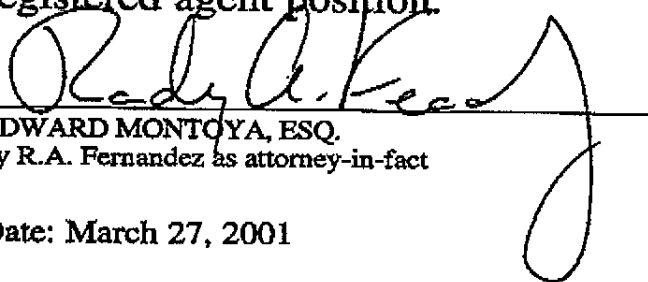
STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:
Mega USA LLC

REGISTERED AGENT/OFFICE:
Edward Montoya, Esq.
3211 Ponce De Leon Boulevard
Suite 201
Coral Gables FL 33134

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


EDWARD MONTOYA, ESQ.
by R.A. Fernandez as attorney-in-fact

Date: March 27, 2001

Edward Montoya | FL Bar Member 972649
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