

CAPITAL CONNECTION, INC.

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(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Advice Techno + Economic
Appraisals, LLC.

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****155.00 ****155.00

APPROVED
AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
☒ L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
☒ Cert. Copy _____
Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

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DIVISION OF CORPORATION

JB
423-01

Signature _____

Requested by: KC

Name _____

Date 4/23

Time _____

Walk-In _____

Will Pick Up _____

**ARTICLES OF ORGANIZATION
OF
ADVICE TECHNO & ECONOMIC APPRAISALS, L.L.C.**

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

ARTICLE I. NAME

The name of the limited liability company shall be Advice Techno & Economic Appraisals, L.L.C. (the "Company").

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Company shall be c/o Giovanni Biscardi, 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

ARTICLE III. PURPOSES AND POWERS

The Company is authorized to transact any business permitted by the laws of the State of Florida for a limited liability company.

ARTICLE IV. DURATION

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Articles.

ARTICLE V. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Giovanni Biscardi, c/o Adorno & Zeder, P.A., 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

ARTICLE VI. ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall be permitted to make additional capital contributions to the Company only upon the unanimous consent of all of the members.

ARTICLE VII. PROFITS AND LOSSES

Profits and losses shall be allocated to the members, as provided in the Operating Agreement, duly adopted and as amended from time to time by the members.

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ARTICLE VIII. RESTRICTIONS ON MEMBERSHIP

No additional members shall be admitted to the Company without the unanimous written consent of the members of the Company and upon such terms and conditions as shall be determined by all of the members. Contributions required of new members shall be determined as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, as set forth in the Operating Agreement, 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 other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer by majority written consent.

ARTICLE IX. TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon 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 the consent of all of the remaining members, provided that there is at least one (1) remaining member.

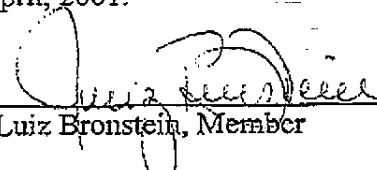
ARTICLE X. MANAGEMENT

The Company shall be managed by Luiz Bronstein, as manager. The manager may adopt the Operating Agreement for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the business and affairs of the Company, not inconsistent with Florida law or the Articles.

ARTICLE XI. AMENDMENT

The Articles may be amended only by the unanimous consent of all of the members.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization at Miami, Florida, on this 19th day of April, 2001.


Luiz Bronstein, Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being named in the Articles of Organization of Advice Techno & Economic Appraisals, L.L.C., as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.

GIOVANNI BISCARDI
Registered Agent

By: _____

Giovanni Biscardi

Dated: April 19, 2001

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