

L01000000 6254

Miami April 11, 2001

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
(850) 487-6051

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-04/16/01--01127--002
****125.00 ****125.00

Dear Sirs,

It is to submit the Articles of Organization for FRAZ L.L.C.

I am enclosing money order # AP86-364060213 for the amount of \$ 125.00
made to Florida Department of State.

My contact information is:

David Cevallos
5220 NW 72nd. Ave # 6B
Miami, FL 33166

Tel (305) 594-8505
Fax (305) 594-8507

Kind regards,


David Cevallos

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION OF FRAZ, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability corporation is **FRAZ, L.L.C.**

ARTICLE - II PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business of this limited liability corporation and mailing address shall be 5220 NW 72 Ave. Unit # 6B. Miami, FL 33166

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate, not later than December 31, 2031 unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - PURPOSE AND POWERS

The general purpose for which the corporation is organized is to operate an internet based business, performing its logistics, marketing, selling and all lawful related activities for the trade of different products, as well as any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida is:

CHARLES PINTO
5220 NW 72nd Ave. Unit # 6B. Miami, FL 33166

ARTICLE VI - CAPITAL CONTRIBUTION

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit A.

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ARTICLE VII – ADDITIONAL CAPITAL CONTRIBUTIONS

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

ARTICLE VIII – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon such terms and conditions as shall be determined by all 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 the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous 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 manager, 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 the remaining members, provided there are at least two remaining members.

ARTICLE X – MEMBERS

The names and addresses of the members shall be as follows

FRAZ S.A.
Edificio el Vigia M109
Manta, Ecuador

SAJAMBRE S.A. de C.V
Calle Jupiter 19B
Colonia Ciudad Satelite
San Salvador, El Salvador

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ARTICLE XI – MANAGEMENT


The Company shall be managed by the individuals bellow in accordance with the regulations adopted by the members of the management of the business and affairs of the Company. These regulations may contain any provisions for the regulations and management of affairs of the Company not inconsistent with the laws or these Articles of Organization. The names and addresses of the management of the company are as follows:

David Cevallos
5220 NW 72nd Ave. Unit 6B
Miami, FL 33166

Carlos Cevallos
5220 NW 72nd Ave. Unit 6B
Miami, FL 33166

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Weston, Broward County, Florida for the foregoing uses and purposes this 10th day of April, 2001


NAME OF ORGANIZER
David Cevallos

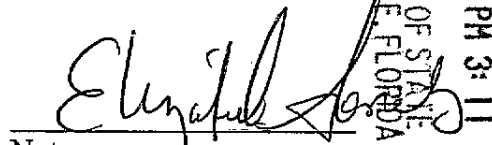

NAME OF ORGANIZER
Carlos Cevallos

State of Florida
County of ~~Broward~~ Miami-Dade

The foregoing instrument was acknowledged and sworn to before me this 10th day of April, 2001

Before me personally appeared DAVID CEVALLOS and CARLOS CEVALLOS personally known to me, or who produced a passport as identification, to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and they each freely and voluntarily acknowledged before me according to the law that they made the same for the uses and purposes mentioned and set forth in it, and who did take an oath.

IN WITNESS WHEREOF, I have set my hand and affixed my seal this 10th day of April, 2001.


Notary

My commission expires:



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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: FRAZ L.L.C, 5220 NW 72nd Ave. Unit 6.
Miami, FL 33166

The name and address of the registered agent and office is: CHARLES L. PINTO, 5220 NW 72nd Ave. Unit 6. Miami, FL 33166

Signature

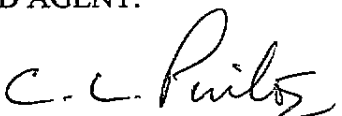

CHARLES L. PINTO

Title: REGISTERED AGENT

Date: APRIL 4, 2001

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature


CHARLES L. PINTO

Date: April 4, 2001

Registered agent filing fee: \$ 35.00

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EXHIBIT "A" TO ARTICLES OF ORGANIZATION OF FRAZ L.L.C.

The initial capital contribution of the company and the percentage of ownership interest of each member shall be as follows:

NAME	PERCENTAGE OF OWNERSHIP	CAPITAL CONTRIBUTION
FRAZ S.A.	49%	\$ 4,900
SAJAMBRE SA de CV	51%	\$ 5,100

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