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To:

Division of Corporations
Fax Number : (850)205-0383

From:

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RECEIVED

LIMITED LIABILITY COMPANY

WATERCREST HOLDINGS, LLC

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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 02 |
| Estimated Charge | \$155.00 |

**ARTICLES OF ORGANIZATION OF
WATERCREST HOLDINGS, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I

The name of the Limited Liability Company is:

WATERCREST HOLDINGS, LLC

ARTICLE II

The mailing address and street address of the principal office of this Limited Liability Company is: 14936 SW 104th Street, #23, Miami, Florida 33196.

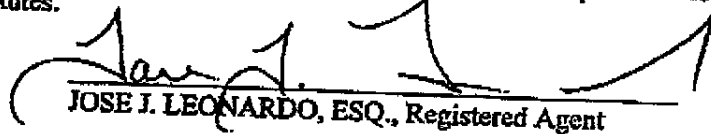
ARTICLE III

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

Name: Jose J. Leonardo, Esq.

Address: 12515 N. Kendall Drive, Suite 222,
Miami, Florida 33186

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 positions as registered agent as provided for in Chapter 608, of the Florida Statutes.


JOSE J. LEONARDO, ESQ., Registered Agent

This document was prepared by:
Jose J. Leonardo, Esq.
12515 North Kendall Drive
Suite 222
Miami, Florida 33186
(305) 275-9177
Florida Bar # 705594

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ARTICLE IV

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company, and the names and addresses of such managers who are to serve as managers are:

JUAN DE SOSA .

1110 Brickell Avenue
Suite 504
Miami, Florida 33131

RAFAEL RIOS

14936 S.W. 104th Street
#23
Miami, Florida 33196

ARTICLE V

This corporation is to exist perpetually.

ARTICLE VI

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

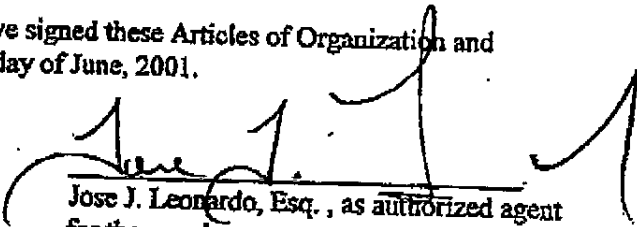
No additional members shall be admitted without the consent of all existing members.

ARTICLE VII

The right, if any, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company shall be:

If an event of dissolution other than the entry of a decree of judicial dissolution occurs with respect to this Limited Liability Company, then the members of this Limited Liability Company may, by their written consent given within ninety (90) days after the event causing dissolution, allow the Limited Liability Company to continue to carry on its business and affairs after such event.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 8th day of June, 2001.


Jose J. Leonardo, Esq. , as authorized agent
for the members

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

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