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PATRICK J. GOGGINS, P.A.

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June 7, 2001

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

Re: **X Foods International, LLC**

300004418033--6
-06/13/01--01072--006
***160.00 ***160.00

Dear Division of Corporations representative:

Enclosed please find one (1) original and one (1) copy of the articles of organization, and a check in the amount of One Hundred Sixty and No/100 Dollars (\$160.00) for the filing fee, designation of registered agent, a certified copy, and a certificate of status. Thank you for your prompt assistance with this matter.

Sincerely,

Patrick J. Goggins

encl
VIA USPS
C:\X Foods\Transmittal.doc

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01 JUN 13 AM 8:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

The undersigned incorporator to these Articles of Organization, hereby forms a Limited Liability Company for profit pursuant to the Florida Limited Liability Company Act, and other laws of the State of Florida.

ARTICLE I NAME

The name of the Limited Liability Company is: **X Foods International, LLC** (the "Limited Liability Company").

ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address and street address of the principal place of business and of the Limited Liability Company is:

First Union Financial Center, Suite 5100
200 South Biscayne Boulevard
Miami, FL 33131-2340

ARTICLE III CAPITAL CONTRIBUTIONS

The initial capital contributions of the Limited Liability Company is \$1,000.

ARTICLE IV INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The name and Florida street address of the initial registered agent of the Limited Liability Company is:

Patrick J. Goggins, P.A.
First Union Financial Center, Suite 5100
200 South Biscayne Boulevard
Miami, FL 33131-2340

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**ARTICLE V
MANAGEMENT**

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company. The name and address of the initial manager of the Limited Liability Company is:

Alvaro Guerra
First Union Financial Center, Suite 5100
200 South Biscayne Boulevard
Miami, FL 33131-2340

**ARTICLE VI
LIMITED LIABILITY COMPANY'S EFFECTIVE DATE**

The Limited Liability Company's existence shall become effective as of 11 June 2001.

**ARTICLE VII
BUSINESS PURPOSES**

The Limited Liability Company is formed for the purpose of engaging in the food product and consumer goods business. This includes, without limitation, the brokerage, production, sale, distribution, storage, import, and export of food products and consumer goods, along with any business activities related thereto.

IN WITNESS WHEREOF, the undersigned, has executed the foregoing Articles of Organization, this 28th day of May 2001, and acknowledges in accordance with Section 608.408(3), Florida Statutes, that the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.




JULIO GUERRA

FILED
JUN 13 2001
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING THE ADDRESS AND
AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH: That **X Foods International, LLC**, desiring to organize under the laws of the State of Florida, which will have its principal offices in Florida, has named Patrick J. Goggins, P.A., located at the First Union Financial Center, Suite 5100; 200 South Biscayne Boulevard; Miami, FL 33131-2340, as its agent to accept service of process within this state.


Dated this 28th day of May 2001.



JULIO GUERRA

ACKNOWLEDGEMENT: Having been named registered agent and to accept service of process for the above-named 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 accept the obligations of my position as registered agent.

Dated this 28th day of May 2001.



Patrick J. Goggins, Registered Agent

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TALLAHASSEE, FLORIDA