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LIMITED LIABILITY COMPANY

VERGARA INTERNATIONAL ENTERPRISES, LLC

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 21, 2001

EMPIRE CORPORATE KIT COMPANY

SUBJECT: VERGARA INTERNATIONAL ENTERPRISES, LLC
REF: W01000014282

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The title of your document does not comply with the filing requirements stipulated in the Florida Statutes. Please amend the title of document to read ARTICLES OF ORGANIZATION.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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(4)

ARTICLES OF ORGANIZATION OF
VERGARA INTERNATIONAL ENTERPRISES, LLC
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned desiring to form a Limited Liability Company under and pursuant to Section 608.404 of the Limited Liability Act, pursuant to Chapter 608 of the Florida Statutes, of the State of Florida, do hereby certify as follows:

FIRST: The name of said limited liability company shall be, VERGARA INTERNATIONAL ENTERPRISES, LLC, and the mailing address and the street address of the principal office of the limited liability company shall be 3028 N.W. 72nd Avenue, Miami, Florida 33122.

SECOND: VERGARA INTERNATIONAL ENTERPRISES, LLC, shall have a perpetual duration from the date of filing of these Articles of Organization.

THIRD: The purposes for which, VERGARA INTERNATIONAL ENTERPRISES, LLC is formed are:

- (A) to engage in the export, import and distribution of a variety of products, and
- (B) to engage in such other lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Statutes of the State of Florida.

FOURTH: The maximum number of ownership units which, VERGARA INTERNATIONAL ENTERPRISES, LLC, is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

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Vergara International Enterprises, LLC
Articles of Incorporation
Page 2

FIFTH: The limited liability company shall be manager-managed and will have two (2) Members:

Name: MOLINOS ARROCERO VERGARA LIMITADA

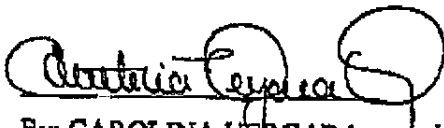
Percentage of Ownership: 51%

Name: MARIA C. VERGARA

Percentage of Ownership: 49%

SIXTH: The name and mailing address of the company's registered agent is CAROLINA VERGARA, whose mailing address is 3525 SW 16 Terrace, Miami, Florida 33145.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 20th day of June , 2001.



By: CAROLINA VERGARA

For Molinos Arroceros Vergara Limitada

Member



By: MARIA C. VERGARA

Member

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STATE OF FLORIDA

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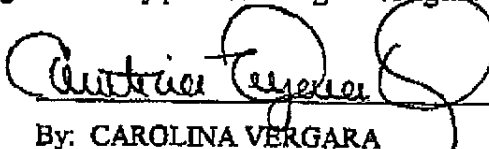
Designation and Acceptance of Registered Agent

Pursuant to the provisions of Florida Statutes, the undersigned limited liability Company 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 limited liability Company is VERGARA INTERNATIONAL ENTERPRISES, LLC
2. The name of the registered agent is CAROLINA VERGARA.
3. The address of the registered agent/registered office is 3525 SW 16 Terrace Miami, Florida 33145.

Acceptance

Having been named as registered agent and designated to accept service of process for the above limited liability company, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision 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.


By: CAROLINA VERGARA

Date: June 20, 2001

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