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ACCOUNTING SYSTEMS & TAXES, INC.
2603 Davie Blvd., Ft. Lauderdale, FL, 33312
(954) 792-8317 Fax (954) 792-7681

Florida Department of State
Corporation Records
PO Box 6317
Tallahassee, FL 32314

6/22

June 18, 2001

MJH

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-06/25/01--01011--002
****155.00 ****155.00

Re. Articles of Organization Aquamarine, L.C.

Dear Sir or Madam:

Enclose please find, original and copy of Organization, Consent to Appointed, Acceptance of Register Agent, Affidavit of membership and Contributions an Operating Agreement (Exhibit A) of the subject LLC. Also check for \$155 as Follows:

Filing fee.....\$ 67.50
Register Agent fee 35.00
Certify copy fee 52.50

Please forward copies to: Accounting Systems & Taxes Inc
2603 Davie Blvd
Ft Lauderdale, FL, 33312

Thank you.

B. Tancaust
Accounting Systems & Taxes, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
AQUAMARINE, L.C.

The undersigned, desiring to form a limited liability company for the purpose set forth herein and in conformance with the Florida Limited Liability Company Act, does hereby establish the following:

ARTICLE I: Name. The name of the limited liability company is Aquamarine L.C.

ARTICLE II: Duration. The period of duration of this limited liability company is perpetual unless sooner dissolved as provide by statute.

ARTICLE III: Purpose. This limited liability company is organized for the purpose of engaging in any lawful business in which a limited liability company may engage under Florida law.

ARTICLE IV: Principal Place of Business and Mailing Address. The address of its principal place of business, as well as the mailing address for this limited liability company is: 2005 Jefferson St Suit 205, Hollywood, FL 33020.

ARTICLE V: Register Agent and Office. The name and address of its initial register agent in the State of Florida, who Consent to Appointment Register Agent accompanies these Articles, is: **Maura Espinoza**, 2005 Jefferson Street, Suite 205, Hollywood, FL., 33020.

ARTICLE VI: Initial Members. The names of the initial members of this limited liability company and their address are as follows: Juan Gamboa at 2005 Jefferson Street, Suit 205, Hollywood, FL 33020 and Maura Espinoza at 2005 Jefferson Street, Hollywood, FL 33020.

ARTICLE VII: Admission of Additional Members. Additional members will be admitted only pursuant to the terms of the operating agreement to be entered into the Members of the Company, or upon such terms as are unanimously agree to by all Members entitle to a dividend upon dissolution or liquidation.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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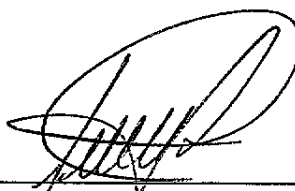
JG
M.E.

ARTICLE VIII: Additional Liability of Members. Additional contributions of the Members may be required, but only upon the vote of a majority of Members pursuant to the terms of an operating agreement to be entered into between the Members of this limited liability company.

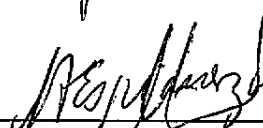
ARTICLE IX: Continuity. The remaining Members of the limited liability company will have the right to continue the business upon death, retirement, Resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminate the continued Membership of a Member in this limited liability company. The Return of capital and distribution of profit shall be determined from the limited liability company's books, as of the effective date of withdrawal, based on the provisions, and paid as soon as practicable without diminishing the prospects of the limited liability company's ventures and subject to the limitations of Florida law.

ARTICLE X: Management. The Limited Liability Company at the time of formation is to be managed by a manager, and the initial manager is: **Juan Gamboa, at 2005 Jefferson Street, Suit 205, Hollywood, FL 33020.**

DATE: June 18, 2001



Juan Gamboa, Managing Member



Maura Espinoza, Member

CONSENT TO APPOINTMENT AND ACCEPTANCE
OF REGISTER AGENT FOR
AQUAMARINE, L.C.

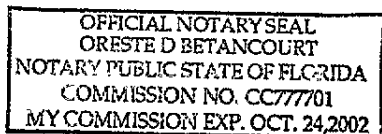
Having been named Register Agent and designate to accept services process
For Aquamarine, L.C. at the place designed herein, I agree to act in this
Capacity, and I further agree to comply with the provisions of all statutes
Relative to the proper and complete performance of my duties.


DATE: June 18, 2001


Maura Espinoza, Register Agent

WITNESS my hand and official seal in the County of Broward, State of
Florida, June 18, 2001

SEAL:




Oreste D Betancourt NOTARY PUBLIC
2603 Davie Blvd., Ft Lauderdale, FL 33312

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an
affirmation under penalties of perjury that the facts state herein are true and correct.)