

JOHN H. PELL
Certified Public Accountant

L010000011010

7/5

June 26, 2001

Florida Dept. of State
Registration Section
Div. of Corporations
P.O. Box 6327
Tallahassee, FL 32314

eff 7/1

MJE

Re: Articles of Incorporation for UTP, LLC

To whom it may concern:

Attached are an original and a copy of the above reference documents and a check in the amount of \$155.00 in payment of the following fees: filing (\$100.00), Designation of Reg. Agent (\$25.00), and certified copy (\$30.00).

Please return certified copy to undersigned.

Thank you for your attention to this matter.

Sincerely yours,

John H. Pell
John H. Pell

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-07/05/01--01069--003
****155.00 ****155.00

Cc: Jorge Fernandez, Registered Agent

FILED
01 JUL -5 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

John Pell GAVE
AUTHORIZATION BY PHONE TO
CORRECT Title - Articles of Organization
DATE 7-10-01
DOC. EXAM MJE

Articles of Organization
For
Florida Limited Liability Company

Article I – Name

The Name of the Limited Liability Company is:

U.T.P., LLC

Article II – Address

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

**2655 LeJeune Road
Suite 315
Coral Gables, FL 33134**

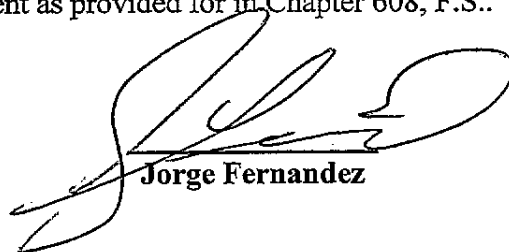
Article III – Duration

The period of duration for the Limited Liability Company is perpetual.

**Article IV – Registered Agent, Registered Office,
& Registered Agent's Signature:**

**Jorge Fernandez
2655 LeJeune Road
Suite 315
Coral Gables, FL 33134**

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 position as registered agent as provided for in Chapter 608, F.S..


Jorge Fernandez

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Article V – Management

The Limited Liability Company is to be managed by the members and the name(s) and addresses(es) of the managing members are:

Mark Newton
24245 Wilderness Oak #903
San Antonio, TX 78258

Don Newton
P.O. Box 1407
Del Rio, TX 78841

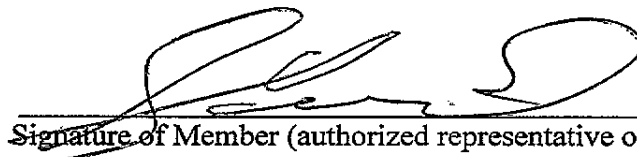
Joe Elder
P.O. Box 1239
Uvalde, TX 78802

Antonio Rodrigues Guajardo
15 Pepper Lane
Del Rio, TX 78840

Jorge Fernandez
11150 SW 160th Ct.
Miami, FL 33196

Article VI – Effective Date

The effective date of these Articles of Incorporation of UTP, LLC is July 1, 2001.



Signature of Member (authorized representative of 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.)

Jorge Fernandez
Name of Signee