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SANTIAGO RESTREPO
935 Fontainebleau Blvd. B-400
Miami, FL 33172
(305) 341-1669

July 19, 2001

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

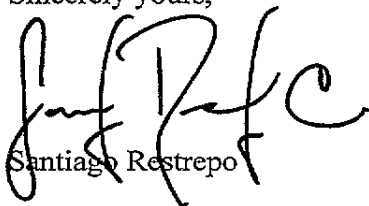
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****125.00 ****125.00

RE: Articles of Organization Pipeline International Ltd. Co.

Gentlemen:

Enclosed please find the Articles of Organization for Pipeline International Ltd. Co. and my check in the amount of \$125 to cover the cost of filing.

Sincerely yours,


Santiago Restrepo

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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Enclosures

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**ARTICLES OF ORGANIZATION
OF
PIPELINE INTERNATIONAL LTD. CO.**

The undersigned, acting as a member of a limited liability company organized under the Florida Limited Liability Company Act, adopt the following articles of organization.

ARTICLE I - NAME

The name of the Limited Liability Company is : **Pipeline International Ltd. Co.**

ARTICLE II- DURATION

The period of duration is perpetual.

ARTICLE III- PRINCIPAL OFFICE

The mailing and street address of the principal office of **Pipeline International Ltd. Co.** is:

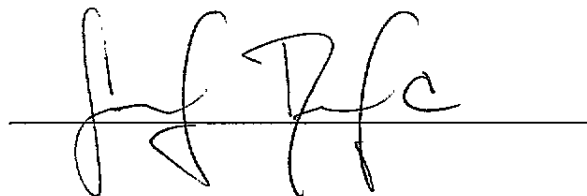
**9351 Fontainebleau Boulevard
B - 410
Miami, FL
33172**

ARTICLE IV- REGISTERED AGENT AND ADDRESS

The name and the Florida address of the registered agent are:

**Santiago Restrepo
9351 Fontainebleau Boulevard
B - 410
Miami, FL
33172**

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.



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE V- INITIAL MEMBERS

The initial members of Pipeline International Ltd. Co. shall be:

Name

Address:

Santiago Restrepo

9351 Fontainebleau Blvd
B - 410
Miami, FL 33172

Mauricio Restrepo

Carrera 91 B # 35C - 8
Medellin, Colombia

ARTICLE VI- MANAGEMENT

The management of the limited liability company is reserved to its members.

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

Dated this 19th day of July, 2001


Santiago Restrepo
Organizing Member

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TALLAHASSEE FLORIDA