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To:

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Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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AL

LIMITED LIABILITY COMPANY

SONORA GROUP, L.L.C.

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ARTICLES OF ORGANIZATION

OF

SONORA GROUP, L.L.C.

The undersigned subscribing members to these Articles of Organization, hereby form a Limited Liability Company (L.L.C.) Under the laws of the State of Florida.

ARTICLE I

NAME OF COMPANY

The name of this Limited Liability Company shall be:

SONORA GROUP, L.L.C.

ARTICLE II

DURATION/CONTINUATION AND COMMENCEMENT OF EXISTENCE

This Limited Liability Company shall exist in perpetuity from date of filing hereof unless sooner terminated as provided herein. Existence shall commence upon the date of subscription and acknowledgment hereof.

ARTICLE III

PURPOSE

This Limited Liability Company is organized for the purpose of transacting any and all lawful business authorized to Limited Liability Companies organized in Florida.

ARTICLE IV

PRINCIPAL OFFICE AND MAILING ADDRESS

The address of this Limited Liability Company's principal office is 4649 Ponce de Leon Boulevard, Suite 300, Coral Gables, FL 33146.

ARTICLE V

INITIAL REGISTERED AGENT AND OFFICE

The name of the initial registered agent of this Limited

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Liability Company is JOSE G. ALBERNI. The street address of the initial registered office of this Limited Liability Company in the State of Florida is 4649 Ponce de Leon Boulevard, Suite 300, Coral Gables, FL 33146.

ARTICLE VI

CAPITAL

The initial capital of the Limited Liability Company is \$1,000.00, which shall be paid entirely in cash.

ARTICLE VII

ADMISSION OF NEW MEMBERS

The admission of new Members shall be solely by unanimous agreement of the existing Members.

ARTICLE VIII

DISSOLUTION; WINDING UP; LIQUIDATION

A. Dissolution. The Limited Liability Company shall be dissolved on the happening of any of the following events:

1. Termination of the term specified herein.
2. Withdrawal, retirement, death or expulsion of any Member.
3. Dissolution or bankruptcy of any Member who is an entity.
4. Agreement of the Members.
5. Upon one (1) year prior written notice of demand for dissolution given by a Member.

B. Right to Continue Business. The remaining Members of the Limited Liability Company shall have the right to continue the business upon the dissolution of the Limited Liability Company, or occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company if there is the consent of all of the remaining members.

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ARTICLE IX

MANAGEMENT

The Limited Liability Company shall be managed by its members whose respective names and addresses are listed below:

	<u>Capital</u>
THE JORGE BARONA FAMILY TRUST #1 7250 S.W. 121 st Court Miami, FL 33183	\$400.00
THE JOSE G. ALBERNI FAMILY TRUST #1 430 Grand Bay Dr., #306 Key Biscayne, FL 33149	\$200.00
THE DIEGO LEIVA FAMILY TRUST #1 13615 S. Dixie Hwy. Miami, FL 33176	\$400.00

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ARTICLE X

RESTRICTION ON TRANSFER

No member may transfer or assign his interest in the Limited Liability Company except upon unanimous consent of the existing members.

ARTICLE XI

AMENDMENT OF REGULATIONS

The power to adopt, alter, amend or repeal the Regulations of this Limited Liability Company shall be vested in the Members of the Company.

ARTICLE XII

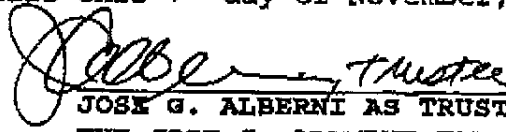
INCORPORATORS AND MEMBERS

The names and addresses of the Incorporators and Members executing these Articles of Organization are as follows:

JOSE G. ALBERNI AS TRUSTEE OF THE JOSE G. ALBERNI FAMILY TRUST #1
430 Grand Bay Drive, #306
Key Biscayne, FL 33149

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IN WITNESS WHEREOF, the undersigned Incorporators have hereunto set their hands and seals this 7th day of November, 2001.


JOSE G. ALBERNI AS TRUSTEE OF
THE JOSE G. ALBERNI FAMILY
TRUST #1

STATE OF FLORIDA)
) :SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 7th day of November, 2001, by JOSE G. ALBERNI AS TRUSTEE OF THE JOSE G. ALBERNI FAMILY TRUST #1, who is/are personally known to me, and who did take an oath.

My Commission expires:


NAME
NOTARY PUBLIC-STATE OF FLORIDA
COMMISSION NO.

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FIRST, THAT SONORA GROUP, L.L.C., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF CORAL GABLES, STATE OF FLORIDA, HAS NAMED JOSE G. ALBERNI AS TRUSTEE OF THE JOSE G. ALBERNI FAMILY TRUST #1, LOCATED AT CITY OF KEY BISCAINE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

(SUBSCRIBER)

JOSE G. ALBERNI AS TRUSTEE OF
THE JOSE G. ALBERNI FAMILY
TRUST #1

DATE: November 7, 2001

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TALLAHASSEE, FLORIDA

I, HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY 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.

SIGNATURE

(RESIDENT AGENT)

JOSE G. ALBERNI AS TRUSTEE OF
THE JOSE B. ALBERNI FAMILY
TRUST #1

DATE: November 7, 2001

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