

L01 0000 22455

ADMITTED TO PRACTICE IN
FLORIDA AND NEW YORK

5601 BUILDING
5601 BISCAYNE BOULEVARD
MIAMI, FLORIDA 33137
TELEPHONE: (305) 758-3100
FAX: (305) 756-7105
E-MAIL: smrlws@cs.com

December 17, 2001

000004732670--7
-12/19/01--01041--008
****155.00 ****155.00

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

500004732670--0
-12/18/01--01051--008
****155.00 ****155.00

Re: RAFALE. LLC

Dear Sir or Madam:

Please be advised that the undersigned attorney represents the principal of the above referenced limited liability company.

In conjunction therewith, I am enclosing an original and one copy of the Articles of Organization, together with my firm check in the amount of \$155.00, therein reflecting your filing fee and the cost of a certified copy.

Upon your receipt of these documents, kindly file same and return copies evidencing said filing to the undersigned.

Thank you for your assistance in this matter.

Very truly yours,

STEVEN M. ROSEN

SMR/su
encls.
cc: Client.
cv/acm/dep.state.

FILED
01 DEC 19 PM 5:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L01-22455
OR

ARTICLES OF ORGANIZATION OF
RAFALE, LLC
A Florida Limited Liability Company

The undersigned, a natural person, does hereby form a Limited Liability Company under Florida Statutes §608 and other laws of the State of Florida.

ARTICLE 1

NAME

The name Of this Limited Liability company is RAFALE, LLC, referred to in these Articles of Organization as the COMPANY.

ARTICLE 2

REGISTERED OFFICE AND AGENT

The mailing address and the street address of the principal office of the COMPANY is 5151 Collins Avenue #832, Miami Beach, Florida 33140 and the street address of the COMPANY'S initial registered office is 5601 Biscayne Blvd., Miami, Florida 33137 and the initial Registered Agent at that address is Steven M. Rosen, Esq.

ARTICLE 3

DURATION

The existence of the COMPANY shall be perpetual.

Steven M. Rosen, Esq.
Florida Bar No.: 138877

FILED
01 DEC 19 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 4

PURPOSE AND POWERS

Subject to the laws of the State of Florida regarding Limited Liability Companies, the COMPANY may engage in any and all activities and business permitted under the laws of the United States and of the State of Florida. The COMPANY shall have all of the powers vested in a Limited Liability COMPANY organized under and existing by virtue of the laws of the State of Florida.

ARTICLE 5

MANAGEMENT BY MANAGER(S)

The COMPANY will be managed by a management committee, consisting of one (1) or more Managers. The Manager(s) will be selected annually by the Members.

ARTICLE 6

IDENTIFICATION OF MANAGER

The name and street address of the initial Manager of the COMPANY who shall hold office for the first year of the COMPANY'S existence or until such person's successor is elected and has qualified is:

Name

Address

Felix Brambilla

5151 Collins Avenue #832
Miami Beach, Florida 33140

ARTICLE 7

MEMBERS

The names and ownership interest of the members shall be as follows:

Francois Faouzi Ben Naceur	90%
Felix Brambilla	10%


FILED
01 DEC 19 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 8

RELATIONSHIP OF ARTICLES OF ORGANIZATION TO OPERATING AGREEMENT

If a provision of these Articles of Organization differs from a provision of the COMPANY'S Operating Agreement, then, to the extent allowed by law, the Operating Agreement will govern.

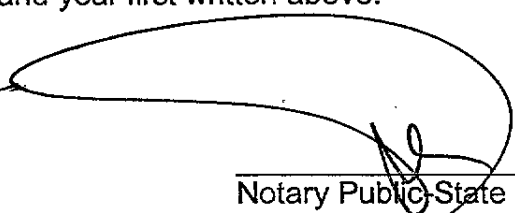
EXECUTED at Miami-Dade County, Florida, this 12 day of December, 2001.


Felix Brambilla, an authorized person

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

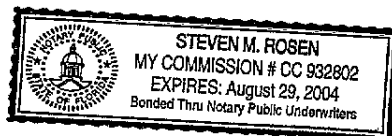
The foregoing instrument was acknowledged before me this 12 day of December, 2001, by Felix Brambilla who is X personally known to me as the person described in and who executed the foregoing or _____ who has produced N/A as identification, and who did X did not _____ take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami-Dade County, Florida the day and year first written above.


Notary Public, State of Florida

Printed Name of Notary

My Commission Expires:



FILED
01 DEC 19 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

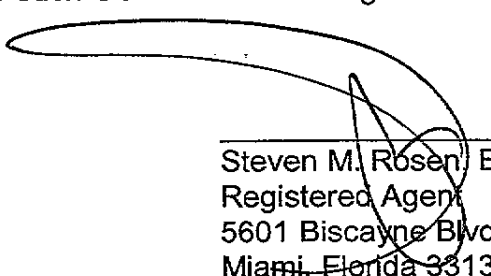
In accordance with § 48.091 and § 608.415, Florida Statutes the following designation and acceptance is submitted in compliance thereof

DESIGNATION

RAFALE, LLC, desiring to organize as a Limited Liability Company under the laws of the State of Florida, hereby designates Steven M. Rosen, Esq. as it's Registered Agent and as its registered Office.

ACCEPTANCE

Having been named as Registered Agent for the above named COMPANY, I hereby agree to act in such capacity for such COMPANY at its registered office.



Steven M. Rosen, Esq.
Registered Agent
5601 Biscayne Blvd.
Miami, Florida 33137

FILED
01 DEC 19 PM 5:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA