JULIA ROJE CHAGA A JOSÚNTRUST INTERNATIONAL CENTER ONE SOUTHEAST THIRD AVENUE

Suite 960
Miami, Florida 33131

LESLIE ALAN ROZENCWAIG ROSARIO FERRERO - CARR TELEPHONE (305)379-6100 TELEFAX (305)379-6808 E-Mail: BIZLITLAW@aol.com

-01/16/02--01009--007

****125.00 ****125.00

800004776518

January 14, 2002

FEDEX AIRBILL NO. 8311 7047 2857

PERSONAL AND CONFIDENTIAL

Secretary of State Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

RE: Our Client File Number 0944(e)

Dear Sir or Madam:

Enclosed please find the original as well as a copy of the Articles of Organization of Border Group, L.L.C. and a check in the amount of One Hundred Twenty-Five Dollars (\$125.00) representing the filing fee. Please process the same accordingly.

Cordially,

LESLIE ALAN ROZENCWAIG, P.A.

ROSARIO FERRERO-CARR, ESQ.

For the Firm

RFC/cg Enclosures

f:\wpdata\ferrero\0944\letters\art-org-llc-border-group.doc

102/309 A

ARTICLES OF ORGANIZATION OF BORDER GROUP, L.L.C.

Article I Name

The name of the Limited Liability Company is: BORDER GROUP, L.L.C.

Article II Address

The mailing address and street address of the principal office of the Limited Liability Company is: 125 Jefferson Avenue, Unit 118, Miami Beach, Florida 33139.

Article III Registered Agent

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

Leslie Alan Rozencwaig, P.A. One S.E. Third Avenue, Suite 960 Miami, Florida 33131

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.

Leslie Alan Rozencwaig, Esq.

Article IV Management

(CHECK BOX IF APPLICABLE)

The Limited Liability Company is to be managed by one manager or more managers therefore, a manager-managed company.

ma

SONIAL. DULA Member

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

Article V Managing Member

The managing members are Sonia L. Dula, whose address is 125 Jefferson Avenue, Unit 118, Miami Beach, Florida 33139 and Emilio Romano, whose address is 2875 N.E. 191st Street, Aventura, Florida 33180.

F:\WPDATA\FERRERO\0944\DOCUMENTS\ARTICLESOFORG.DOC

IL EU