

GRADUATES, "LLC".

1720 Aspen Lane

Weston, Fl. 33327-2355

Telephone (954) 385-2382 Fax (305) 594-7680

January 16th, 2002

**Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, Fl. 32399**

Re: Articles of organization.

Dear Sir:

Enclosed for filing are an original and a copy of the Articles of organization of the referenced Corporation, Also enclosed is a check for the amount of \$ 160.00, as a payment for the followings:

- A) Filing fee for Articles of organization
B) Filing fee designation of registered Agent
C) Certified copy of Articles
D) Certificate of Status

\$ 160.00

Please return the certified copy of the Articles of organization to me as soon as possible they have been filed.

Thank you for your assistance and cooperation.

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-01/22/02--01019--001
***160.00 ***160.00

Very truly yours,

Rafael Lame-Gomez
Incorporator

W2-2872
al

GRF PARTNERS, LLC.
1720 Aspen Lane
Weston, FL 33327-2355
Phone (954) 385-2382 Fax (954) 217-6212

February 1st, 2002

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Subject: GRF PARTNERS, LLC
Re: Number W02000002022

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Dear Sir:

As per your request on your Letter Number : 302A00004008, enclosed please find new copy of the corrected Articles of Organization for the above Limited Liability Company.

Please correct on your filing records the name of the Incorporator; the corrected name is **RAFAEL LAMO-GOMEZ**.

If you need additional information or comments, please do not hesitate to contact me.

Best regards,


Rafael Lamo-Gomez
Incorporator



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 24, 2002

RAFAEL LAME-GOMEZ
1720 ASPEN LANE
WESTON, FL 33327-2355

SUBJECT: GRF PARTNERS, LLC
Ref. Number: W02000002022

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for GRF PARTNERS, LLC and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Chapter 608, Florida Statutes, does not allow limited liability companies to issue shares or stock. Consequently, limited liability company documents cannot contain any references/terms which may implicate otherwise. Please delete any references to terms such as "shares," "stock," "stockholders," "shareholders" or the like from your document.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 302A00004008

**ARTICLES OF ORGANIZATION
OF
GRF PARTNERS, "LLC".**

THE UNDERSIGNED SUBSCRIBERS to these Articles of organization each a natural person competent to contract, hereby associate themselves together to form a Limited Liability Company, pursuant to s.608.407(2), Florida Statutes, the articles of organization must set forth the following:

**ARTICLE I
NAME**

The name of this Limited Liability company is:

"GRF PARTNERS, "LLC".

**ARTICLE II
MAILING ADDRESS AND PRINCIPAL OFFICE**

The mailing address and the street address of the principal office of this Limited liability company is:

1730 Aspen Lane
Weston, Fl.33327-2355

The Board of Members, may, from time to time, move the principal office to any other address in Florida. Branch offices may be maintained at such other places in the State of Florida, the United States of America and foreign countries as may, from time to time, be authorized by the Board of Members.

**ARTICLE III
REGISTERED AGENT AND ADDRESS**

The name and address of this limited Liability Company's registered agent is:

FERNANDO ECHEVERRI
2475 Brickell Avenue Suite 1604
Miami, Fl. 33129

The registered agent must sign and state that he is familiar with and accepts the obligations of the position.

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TALLAHASSEE, FLORIDA

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**ARTICLE IV
INITIAL MEMBERS AND MANAGERS**

This limited liability company, shall have not less than three (3) members or managers initially. The number of members or managers may be increased or diminished from time to time adopted by the members, but shall never be less than two. This Limited Liability Company shall begin with three(3) members or managers.

**ARTICLE V
NAMES AND ADDRESS OF THE INITIAL MANAGERS**

This Limited Liability Company is to be managed by a manager or managers and the names and street address of the managing members who shall hold office for the first year of existence of this limited liability company or until their successors are elected and have qualified as follows:

Rafael Lamo-Gomez
1720 Aspen Lane
Weston Fl. 33327-2355

M-P

Fernando Echeverri
2475 Brickell Avenue Suite 1604
Miami, Fl.33129

M- VP- S

German Echeverri
16705 SW.74th Court
Miami, Fl.33157

M- VP -T

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TALLAHASSEE, FLORIDA

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**ARTICLE VI
DURATION**

This limited liability Company shall have perpetual existence, unless sooner dissolved in accordance with the laws of the State of Florida. This Limited Liability Company shall be commence at the times of filing of the Articles by the Department of State, State of Florida.

**ARTICLE VII
NATURE OF BUSINESS**

The general nature of the business to be transacted by limited liability company is:

1. All lawful purposes.
2. To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property and services of every class, kind and trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.
3. To conduct business in, have one or more offices in and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property including franchises, patents, copyrights, trademarks and licenses in the State of Florida, and in all other states and countries.
4. To contract debts, and borrow money, issue and sell or pledge bonds, debentures, note and other evidences of indebtedness and execute such mortgages, transfers or corporate property or other instruments to secure the payment of corporate indebtedness as required.

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5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the share of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state government; and while owner of such stock, to exercise all the rights, powers and privileges of ownership including the right to vote such stock.
7. To carry on any lawful business necessary or incidental to the attainment of the objects of this Limited Liability Company whether or not such business is similar in nature to the objects enumerated in these Articles of organization.
8. To engage in any activity or business permitted under the Laws of the United States and of the State of Florida.

ARTICLE VIII CONTRIBUTIONS

The undersigned member or authorized representative of a members of **GRF PARTNERS, "LLC"** deposes and says:

The amount of cash contributed by the members(s) is
FIVE THOUSAND (\$5,000.00) DOLLARS.

The capital contributions may be paid for in property, labor or services at a just valuation to be fixed by the incorporators or the Members.

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TALLAHASSEE, FLORIDA

The Contributions shall be issued from time to time as may be determined by the Members.

On dissolution or liquidation of this Limited Liability Company, the members shall be entitled to distribution as their members may appear upon the capital contributions record of this Limited Liability Company.

The amount of capital with which this limited liability company may begin business shall not be less than TWO THOUSAND FIVE HUNDRED (\$2,500.00) Dollars.

ARTICLE IX INCORPORATOR

The name and address of the Incorporator subscribing to these Articles of organization is:

Rafael Lamo-Gomez
1720 Aspen Lane
Weston, FL 33327-2355

ARTICLE X AMENDMENT

These Articles of organization may be amended in the manner provided by law. Every amendment shall be approved by the Board of Members, proposed by them to the members and approved at a Member's Meeting by a majority of the members entitled to vote thereon.

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**ARTICLE XI
INDEMNIFICATION**

The limited liability company shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the Limited Liability Company or any former member, officer, director, employee or agent of this Limited Liability Company or any person who, at the request of the this Limited Liability Company, is or was serving as a member, director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE XII
LIMITATION**

The members of this limited liability company may enter into agreements between themselves respecting their respective rights and duties with reference to the contributions of this limited liability company; and such agreements may include any limitation upon the transferability of assignment of the contributions and the conferring of pre-emptive rights of purchase upon the members as condition precedent to the sale of other contributions; and such agreement shall be valid and this limited liability company may join as a party thereto.

ARTICLE XIII

This limited liability company may, by action taken at any meeting of its Board of Members, sell, lease or exchange all of its property and assets including its good will, its corporate franchises or any property or assets essential to its Limited Liability business upon such terms and conditions as its Board of Members deems meet and expedient and as authorized by an affirmative vote of capital of contributions records holding contribution in this Limited Liability Company entitling them to exercise a majority of the voting power outstanding, provided however, that no vote or consent of members shall be necessary for a transfer of assets by way of mortgage,

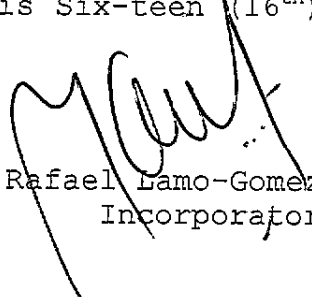
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TALLAHASSEE, FLORIDA

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trust or pledge to secure the indebtedness of the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of organization this Six-teen (16th) days of January, 2002.


Rafael Lamo-Gomez
Incorporator

STATE OF FLORIDA)
) SS.
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared RAFAEL LAMO-GOMEZ known to me and by me to be the person who executed the foregoing Articles of organization, and he acknowledged before me that he executed these Articles of organization.

IN WITNESS WHEREOF, I have here unto set my hand and affixed my official seal, in the State and County aforesaid, this day Six-teen (16th) days of January, 2002.



Luz A Morales
My Commission CC987921
Expires December 13 2004


Notary Public
State of Florida at Large

My commission expires:

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TALLAHASSEE, FLORIDA

CERTIFICATE OF REGISTERED AGENT
OF
GRF PARTNERS, "LLC."

Certificate designating place of business or domicile for the service of process within Florida naming Agent upon whom process may be served in compliance with Chapter 608, Florida Statutes, the following is submitted: —

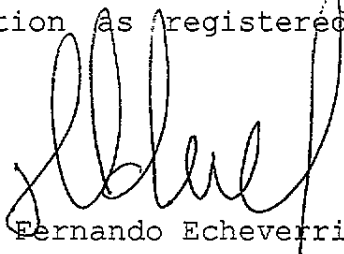
FIRST, THAT: GRF PARTNERS, "LLC." —

Desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at the City of Weston, Broward County, State of Florida, has named:

Fernando Echeverri - Registered Agent

Located at:
2475 Brickell Avenue Suite 1604
Miami, Fl.33129

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.


Fernando Echeverri
Registered Agent
Date: January 16, 2002

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