

ARTICLES OF ORGANIZATION
FOR LIMITED LIABILITY COMPANY

ARTICLE I - Name

The name of the Limited Liability Company is: CARCAR, LLC

ARTICLE II
Address

The mailing address and street address of the principal office of the Limited Liability Company is 11261 Heron Bay Blvd. Unit 3316, Coral Springs, Florida 33076.

ARTICLE III
Duration

The period of duration for the Limited Liability Company shall be for ninety nine (99) years.

ARTICLE IV
Management

The Limited Liability Company is to be a manager managed company. The managers' names and addresses are as follows:

Carlos Fuenmayor F.
11261 Heron Bay Blvd. Unit 3316
Coral Springs, Florida 33076

APPROVED
AND
FILED
02 FEB 22 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI
Members Rights to Continue Business

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the member or his estate must proffer his shares to the other member(s) with an asking price as determined by the operating agreement. The remaining members will then have the right to either (i) accept the asking price and purchase the outgoing members shares, or (ii) proffer their own shares to the outgoing member for the same price, prorated based on their ownership percentage(s) at the time of the occurrence.

ARTICLE VII
REGISTERED AGENT

The name and street address of the initial registered agent of the Corporation is:

David L. Hatton
2250 S.W. 3rd Avenue, 5th Floor
Miami, Florida 33129

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Organization this 12 day of February, 2002.



Carlos Fuenmayor F.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02 FEB 22 PM 2:12

APPROVED
AND
FILED

STATE OF FLORIDA)
) S.S.
COUNTY OF DADE)


BEFORE ME, the undersigned authority, personally appeared Carlos Fuenmayor F.,
to me known or who has produced _____ as identification, to be
the person described in and who subscribed to the above Articles of Organization, and
who did freely and voluntarily acknowledge before me according to law that he made
and subscribed the same for the uses and purposes therein mentioned.

SWORN TO and SUBSCRIBED before me, in the County and State last aforesaid on
this 12 day of February, 2002.



NOTARY PUBLIC,
State of Florida

My Commission Expires:

 David L Hatton
My Commission CC887150
Expires November 11, 2003

APPROVED
AND
FILED
02 FEB 22 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

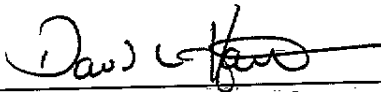
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is CARCAR, LLC
2. The name and address of the registered agent and office is:

David L. Hatton
2250 S.W. 3rd Avenue, 5th Floor
Miami, Florida 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 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.



David L. Hatton

02 FEB 22 PM 2:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED