

W02 000004772
BARKER, AMY HAN, REITER & MCCORMICK, P.A.

~ ATTORNEYS AND COUNSELLORS ~

Amy H. Johnson
ahjohnson@barm-law.com

February 21, 2002

Corporate Division
Department of State
George Firestone Building
Post Office Box 6327
Tallahassee, Florida 32314

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***125.00 ***125.00

409 East Gaines Street
Tallahassee, Florida 32399

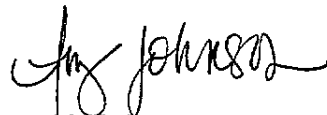
Re: Mercado International, LLC

Dear Sir:

Enclosed please find two (2) originals of the Articles of Organization for Mercado International, LLC and a check in the amount of \$125.00 for the filing fees. Please return a certified copy to our office.

If you have any questions, please do not hesitate to call.

Very truly yours,



Amy H. Johnson

AHJ/ria
Enclosures
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W02-4772
OK

**ARTICLES OF ORGANIZATION
OF
MERCADO INTERNATIONAL, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Mercado International, LLC

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 24308 Moss Creek Lane, Ponte Vedra, FL 32082-2140.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is sooner terminated as provided in the regulations of the Company.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida is Brant, Abraham, Reiter & McCormick, P.A. 50 North Laura Street, Suite 2750, Jacksonville, Florida 32202.

ARTICLE V - MANAGEMENT BY MEMBER

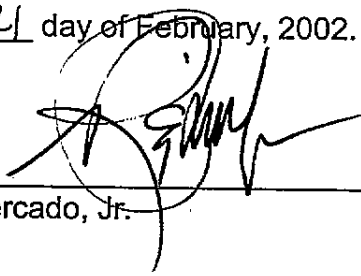
The Company shall be managed by its member. The member may enter into an operating agreement which sets forth provisions related to the management of the business and affairs of the Company consistent with the law.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization for the foregoing uses and purposes.

Executed by the undersigned member on the 21 day of February, 2002.

By: _____

Roy E. Mercado, Jr.
Member



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TALLAHASSEE, FLORIDA

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

Under the provisions of F.S. 608.414 or 608.507, Mercado International, LLC submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is Mercado International, LLC.
2. The name and street address of the registered agent in Florida is:

Brant, Abraham, Reiter & McCormick, P.A.
50 North Laura Street, Suite 2750
Jacksonville, Florida 32202

The undersigned, being the person named in the Articles of Organization of Mercado International, LLC as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated Company at the place designated in the Articles of Organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accepts the obligations of the position of registered agent.

Brant, Abraham, Reiter & McCormick, P.A.

By: _____

Jan D. McCormick

Its: Vice President

"Registered Agent"

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TALLAHASSEE, FL 32310