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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

COF, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	05
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ARTICLES OF ORGANIZATION OF

COF, L.L.C.

ARTICLE I
NAME

The name of this Limited Liability Company shall be COF, L.L.C. (the "Company").

ARTICLE II
DURATION

The Company shall exist perpetually, unless sooner dissolved or extended further in a manner provided by law, or as provided in the regulations adopted by the members (the "Regulations").

ARTICLE III
PURPOSE

The Company is created for the purpose of transacting and engaging in any activity or business authorized under the Florida Statutes.

ARTICLE IV
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be 901 Ponce de Leon Blvd, Suite 603, Coral Gables, Florida 33134, and such other place or places as the members from time to time may determine. The mailing address of the Company is the same.

ARTICLE V
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The initial registered agent of the Company shall be William H. Alborno. The address of the initial registered agent is 901 Ponce de Leon Boulevard, Suite 603, Coral Gables, Florida 33134.

ARTICLE VII
MANAGEMENT

The Company will be managed by a manager or managers who may be, but are not required to be, a member of the Company. The name and address of the manager who will serve as manager until the first annual meeting of the members or until his successor is selected and qualified in accordance with the Regulations is:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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OTAVIO VANDERLEI PERIM
901 Ponce De Leon Blvd.
Suite 603
Coral Gables, FL 33134

FLAVIO FERRI
901 Ponce de Leon Blvd.
Suite 603
Coral Gables, FL 33134

CECILIA SOEIRO
901 Ponce de Leon Blvd.
Suite 603
Coral Gables, FL 33134

ARTICLE VIII
NEW MEMBERS


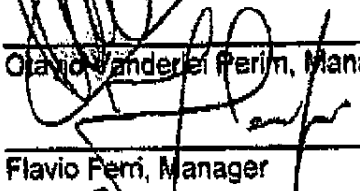
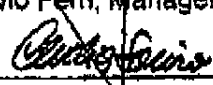
No additional members shall be admitted to the Company, and no member may transfer his or her interest in the Company, except, in either case as set forth in the Regulations, and if there are no Regulations then in effect, by unanimous consent of all of the members. No transferee shall have the right to participate in the management of the business and affairs of the Company or become a member unless admitted as a member upon such terms and conditions as set forth in the Regulations, and if no regulations are in effect, upon the unanimous consent of all of the members. Contributions of new members shall be determined as of their time of admission to the Company.

ARTICLE IX
DISSOLUTION AND MEMBERS RIGHTS
TO CONTINUE BUSINESS

The Company shall be terminated and dissolved upon:

- (A) the vote of all members holding an interest in the Company;
- (B) the expiration of the term of the Company; or
- (C) the death, retirement, or resignation of a member, if the remaining members do not vote unanimously to continue the business of the Company.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Organization to be executed on the 27 day of March, 2002, effective upon filing same with the Florida Department of State.


Otavio Vanderlei Perim, Manager

Flavio Perim, Manager

Cecilia Soeiro, Manager

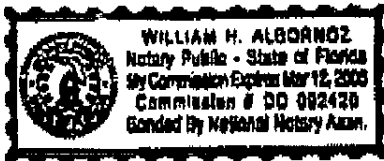
STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 27 day of March, 2002,
by Otavio Vanderlei Perim, Manager, who did execute the foregoing Articles of
Organization as manager, who is personally known to me or produced
_____ as identification.


Signature - NOTARY PUBLIC

Printed Name of NOTARY PUBLIC

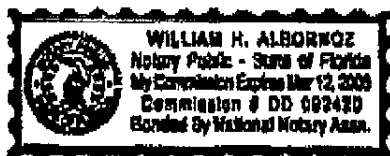
Commission expires:



STATE OF FLORIDA)
) SS:
 COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 27 day of March, 2002, by Flavio Ferri, Manager, who did execute the foregoing Articles of Organization as manager, who is personally known to me or produced FL DS Lic as identification.

[Signature]
 Signature-NOTARY PUBLIC



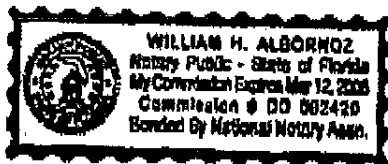
Printed Name of NOTARY PUBLIC

Commission expires:

STATE OF FLORIDA)
) SS:
 COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 27 day of March, 2002, by Cecilia Soeiro, Manager, who did execute the foregoing Articles of Organization as manager, who is personally known to me or produced FL DS Lic as identification.

[Signature]
 Signature-NOTARY PUBLIC



Printed Name of NOTARY PUBLIC

Commission expires:

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment of registered agent contained in the foregoing Articles of Organization.


William H. Albornoz, Esquire

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