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Florida Department of State
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Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY**HANDS CARE CENTER, L.L.C.**

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 15, 2002

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SUBJECT: HANDS CARE CENTER, L.L.C.
REF: W02000014052

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Article II must be completed.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

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ARTICLES OF ORGANIZATION

OF

HANDS CARE CENTER, L.L.C.

We, the undersigned, do hereby associate under the following Articles, for the purpose of forming a limited company under the laws of the State of Florida.

ARTICLE I

The name of the Limited Liability Company shall be Hands Care Center, L.L.C.

ARTICLE II

The mailing address and principal office of the Limited Liability Company is 5310 N.W. 114 Avenue, Apt.#201, Miami, Florida 33178

ARTICLE III

GENERAL NATURE OF BUSINESS

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

- (1) To engage in any activity or business pertained under the laws of the State of Florida, except business governed by other regulatory statutes.

ARTICLE IV

LIMITED LIABILITY COMPANY POWERS

This Company shall have all powers now and hereafter granted Limited Liability Companies for profit under the laws of the state of Florida, including, but not limited, to power to:

- (1) Make and enter into all contracts necessary and proper for the conduct of its business.
- (2) Conduct business, have one or more Members with interest in the L.L.C., or more officers, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal (tangible and intangible) property or any interest therein of any nature whatsoever, in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and foreign countries.

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- (3) Purchase the corporate assets of any company and engage in the same character of business.
- (4) Acquire, take, hold, sell and dispose of patents, copyrights, trademarks, and any licenses or other assets or interests thereunder or therein.
- (5) Acquire, take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.
- (6) Guarantee, endorse, purchase, deal in, hold, sell, transfer, mortgage, exchange, pledge or otherwise dispose of, alone, in syndicate, or otherwise in conjunction with others, the shares of the capital stock of, or any bonds, securities or other evidence of indebtedness created by any company, association, partnership, syndicate, entity, person or governmental, municipal or public authority in this state or any other state or government and, while owner thereof, exercise all the rights, powers and privileges of ownership, including voting rights.
- (7) Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as its Management may deem necessary or expedient and shall authorize and agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, including obligations which are convertible into the capital stock of the company, and execute such mortgages and other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and Management may deem expedient; and
 - (a) Provide in such instruments for transferring company property of every kind and nature then belonging to or thereafter acquired by it, as security for any bonds, notes, debenture or other evidence of indebtedness issued or debts or sums of money owing by it; and
 - (b) Provide in case of the sale of any property by virtue of any such instrument of or any foreclosure, the party acquiring title shall have the same rights, privileges, grants franchises, immunities and advantages, in and by such instruments enumerated or conveyed, as belonged to and were enjoyed by it.
- (8) Lend and advance money, extend credit, take notes and any kind of nature of evidence of indebtedness therefore.
- (9) Make gifts for educational, scientific or charitable purposes.
- (10) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding:
 - (a) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Company any to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director, officer, employee, or agent of the company, or of any other company, partnership, joint venture,

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trust, or other enterprise which he served as such at the request of the company, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action, suit, proceeding, or any appeal therein, if such person acted in good faith and in the reasonable belief that such action was in the best interest of the company and in criminal actions or proceedings, without reasonable ground or belief that such action was unlawful. The termination of any such action, suit, or proceedings by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the company or that he had reasonable grounds for belief that such action was unlawful;

- (b) By or in the right of the company to procure a judgment in its favor by reason of his being or having been a director, officer, employee or agent of the company, or of any other company, partnership, joint venture, trust or other enterprise which he served as such at the request of the company, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection to an appeal therein, such person acted in good faith and in the reasonable belief that such action was in the best interest of the company. Such person shall not be entitled to indemnification in relation to matters as to negligence or misconduct in the performance of his duty to the company unless, and only to the extent that the court, administrative agency, or investigative body before which such action, suit, or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.
- (c) To the extent that member with interest in the L.L.C., management, officer, employee, or agent of the company as been successful on the merits or otherwise in defense of any action, suite, proceeding referred to in Paragraph (a) or (b) or in any defense of any claim, issue, or matter therein, he shall be indemnified against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him/her in connection therewith.
- (d) If a determination is made that indemnification of the director, officer, employee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Paragraph (a) or (b), unless indemnification is ordered by the tribunal before which such action, suit, or proceeding is held. Such determination shall be made either by the Members with interest in the L.L.C., who were not parties to such action, suit or proceeding.
- (11) Pay expenses incurred in defending any action, suit or proceeding in advance of the final disposition of such action, suit, or proceeding as authorized in the

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manner provided in Paragraph (d) or Subsection (10) upon receipt of an undertaking by or on behalf of the member, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the company as authorized by this section.

- (12) Indemnify any person, if the requirements of Subsections (10) and (11) are met, without affecting any other rights to which those indemnified may be entitled under agreement, vote of disinterested Members with interest in the L.L.C., both as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Member, officer, employee or agent of the L.L.C., and shall inure to the benefit of the heirs, executors and administrators of such a person.
- (13) Purchase and maintain insurance on behalf of any person who is or was a member, officer, employee or agent of another company, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the company would have the power to indemnify him against such liability under the provisions of Subsection (12).
- (14) Enter into general partnerships, limited partnerships (whether the L.L.C., be a limited or general partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in its Articles of Organization, jointly or in common with others, so long as the participating company, person, or association would have power to do so alone.

ARTICLE V **CONTRIBUTIONS**

The total value of all cash and other property contributed initially is as follows:

<u>NAME</u>	<u>CONTRIBUTION</u>
60% Hand Care Center of Venezuela	\$102,000.00
25% Elvira Nardone	\$50,000.00
5% Laura Paschen	\$10,000.00
5% Elvia Matthews	\$10,000.00
5% Cristina Matthews	\$10,000.00

ARTICLE VI **TERMS OF EXISTENCE**

This company shall exist for a period of 25 years.

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ARTICLE VII
MEMBERS WITH INTEREST IN L.L.C. AND MANAGEMENT

- (1) The business of this company shall be conducted by the following Management Group designated by the Members with interest in the L.L.C., for such purpose. Corporate action shall be approved by a vote of four of the seven members of the management Group.
- (2) The names and street addresses of the Management Group as appointed herein who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>MANAGEMENT POSITION</u>	<u>ADDRESS</u>
Teresa Mijares	Manager	5310 N.W. 114 Avenue Apt.#201 Miami, Florida 33178
Laura Paschen	Manager	5310 N.W. 114 Avenue Apt.#201 Miami, Florida 33178

ARTICLE VIII
STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

HANDS CARE CENTER, L.L.C., desiring to organize under the laws of the State of Florida, has designated its principal and mailing address to be 5310 N.W. 114 Avenue, Apt.#201, Miami, Florida 33178. The name and address of the registered agent is Gloria Roa Bodin, 2655 LeJeune Road, Suite#1001, Coral Gables, Florida 33134.

ARTICLE IX
ORGANIZING MEMBERS OF THE L.L.C.

- | | |
|---------------------|----------------------|
| 1. TERESA MIJARES | 5. ELVIRA NARDONE |
| 2. LAURA PASCHEN | 6. ELVIA MATTHEWS |
| 3. ELIZABETH CAMERO | 7. CRISTINA MATTHEWS |
| 4. MAIDA MUARES | |

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ARTICLE X
ADMISSION OF NEW MEMBERS

The Company shall admit new members as follows:

All existing new members shall first receive notice of the intent to admit a new member. Such notice shall be in writing and sent out ten (10) days prior to the date the new member intends to join. Upon the 10th day or any time set in the written notice, all existing members shall vote to allow the new member to join. It is agreed that a vote of 66% of the existing members of record shall be necessary to ratify the acceptance of a new member. It shall be a condition that such new member deposit a sum equal to the percentage of paid in capital the new member is to be assigned.

Such deposit shall be made before said new member shall be considered for membership in escrow with the attorneys designated by the company at the time notice is sent to the existing members of record. Acceptance of the new member shall constitute immediate authority of the company attorney to deposit all sums into the company's account and said amount shall be designated (additional) paid in capital.

ARTICLE XI
CONTINUANCE OF MEMBERSHIP AND RIGHTS OF MEMBER IN CASE OF TERMINATION

In case of death, retirement, resignation or dissolution of a member or the occurrence of any event which terminates the continued membership of a member in the limited company, the remaining members shall have the right to continue operating the company as if the member still was a participating member. Upon such occurrence the former member or his heirs, designee, trustee, or person shall be entitled to receive the percentage of profit or losses effective for the end of the distributing period which shall be conclusive. At the end of such distribution period, the former member, its/his/her heirs, estate, designee or trustee shall be entitled to receive the corresponding percentage of ownership of said member at the ten current value payable in (5) installments. Current value shall be defined by the company's accountants which determination shall also be final.

- | | |
|---------------------|----------------------|
| 1. TERESA MIJARES | 5. ELVIRA NARDONE |
| 2. LAURA PASCHEN | 6. ELVIA MATTHEWS |
| 3. ELIZABETH CAMERO | 7. CRISTINA MATTHEWS |
| 4. MAIDA MIJARES | |

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The undersigned member of authorized representative of a member of HANDS CARE
CENTER L.L.C., deposes and states: _____


Teresa Mijares


Laura Paschen

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)
 COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority personally appeared TERESA MIJARES and LAURA PASCHEN, to me well known to be the persons who executed the above foregoing Articles of Organization for HANDS CARE CENTER, L.L.C. and being by me first duly sworn, depose and state that they executed the same for the purposes therein expressed.

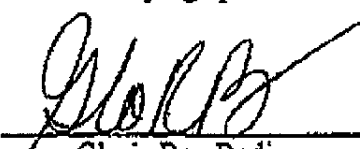
SWORN TO AND SUBSCRIBED before me this 12th of May, 2002.


 NOTARY PUBLIC, STATE OF FLORIDA

ACKNOWLEDGEMENT OF RESIDENT AGENT

I, Gloria Roa Bodin, having been named to accept service of process for HANDS CARE CENTER, L.L.C., a Florida Limited Company, at 2655 LeJeune Road, Suite#1001, Coral Gables, Florida 33134. I hereby accept to act in this capacity, accepting the duties as registered agent and agree to comply with the provisions of said act relative to keeping open said office.

Dated this 12th of May, 2002.


 Gloria Roa Bodin

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