

L02000013656

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From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
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LIMITED LIABILITY COMPANY

VILLENA INVESTMENTS, LLC.

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 4, 2002

FAS-T CORP. AGENTS, INC.

SUBJECT: VILLENA INVESTMENTS, LLC
REF: W02000016070

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on June 3, 2002. Please amend your document accordingly.

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) 245-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H02000146679
Letter Number: 502A00035997

**ARTICLES OF ORGANIZATION
OF
VILLENA INVESTMENTS, LLC**

These Articles of Organization of a Limited Liability Company under Florida Statutes Chapter 608 are made and entered into as of the 3rd day of June, 2002.

ARTICLE I

Name: *The name of the limited liability company is:*

VILLENA INVESTMENTS, LLC

ARTICLE II

Duration: *The company shall have a duration of ninety nine (99) years from the date hereof, unless earlier terminated in accordance with Florida Statutes Chapter 608.*

ARTICLE III

Address: *The address of the company principal office and mailing address shall be:*

**5567 N.W. 72ND AVE.
MIAMI, FL. 33166**

ARTICLE IV

Register Agent and Address: *The name and address of the initial register agent is:*

**NILO E. VILLENA
5567 N.W. 72ND AVE.
MIAMI, FL. 33166**

ARTICLE V

New Members: *The members may admit new members upon agreement of the members upon terms determined hereafter by the members.*

ARTICLE VI

Continuation: *Upon occurrence of an event listed in Florida Statute 608.407 (1) (f), the then existing and/or non-bankrupt members may continue the business of the company, if all agree to do so.*

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ARTICLE VII

Management: The company shall be managed by its designated managers until the first annual meeting of the members or until a successor is elected and qualifies. The designated managers name and address is as follows:

OPERATING MANAGER	NILO E. VILLENA	5567 N.W. 72 AVE., MIAMI, FL. 33166
VICE OPERATING MANAGER	NILO VILLENA	5567 N.W. 72 AVE., MIAMI, FL. 33166
SECRETARY	NILO VILLENA	5567 N.W. 72 AVE., MIAMI, FL. 33166
TREASURER	NILO E. VILLENA	5567 N.W. 72 AVE., MIAMI, FL. 33166

ARTICLE VIII

Powers: This company shall have powers listed in Florida Statute 608.404.

ARTICLE IX

Transferability: No member may transfer his, her or its interest in the company without the consent of the other members.

ARTICLE X

Regulations: The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulations and management of the affairs of the company.

ARTICLE XI

Arbitration: Dispute among members shall be settled by arbitration in Miami, Florida, pursuant to the rules and procedures of the American Arbitration Association.

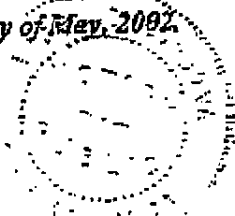
The undersigned, being the initial subscriber of these Articles of Organization, for the purpose of forming a limited liability company, do make, subscribe, acknowledge, and file these Articles of Organization hereby declaring and certifying that the articles herein stated are correct.

X 

 NILO E. VILLENA-MEMBER

I HEREBY CERTIFY on this day before me, appeared NILO E. VILLENA who did take an oath and acknowledged that he executed these Articles of Organization for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 14th day of May, 2002.



NOTARY PUBLIC - STATE OF FLORIDA
 ANGEL D. CORDOVA
 COMMISSION # 00000000
 EXPIRES 04/30/03
 BONDED THRU ASA 1-888-NOTARY1



 ANGEL D. CORDOVA
 NOTARY PUBLIC, State of Florida

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the limited liability company is:

VILLENIA INVESTMENTS, LLC

2. The name and address of the registered agent and office is:

**NILO E. VILLENIA
5567 N.W. 72ND AVE.
MIAMI, FL. 33166**

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TALLAHASSEE, FLORIDA

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Having been named as registered agent and to accept services 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.

Dated as of this 3rd day of June, 2002.

Signed by:

X



**NILO E. VILLENIA
REGISTERED AGENT**