

Jun. 10. 2002 1:57PM
Division of Corporations

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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 : ARIAS TOVAR & ASSOCIATES, P.A. DORAL OFFICE
Account Number : I20010000086
Phone : (305) 477-7104
Fax Number : (305) 477-7172

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

FERRALMA, LLC

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION
OF
FERRALMA, LLC.

The Undersigned, as a member or an authorized representative of a member of the Company, pursuant to Chapter 608, Florida Statutes, files the following Articles of Organization establishing a Florida Limited Liability Company named FERRALMA, LLC.

ARTICLE I: NAME

The name of the Company shall be: FERRALMA, LLC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this Company shall be:

1521 Alton Road, Suite 385, Miami Beach, FL 33139

ARTICLE III: DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV: PURPOSE

This Company is organized for the purpose of providing representation services to foreign and domestic corporations and products, provide consulting services in the construction industry and for the commercialization of foreign and domestic construction equipment and machinery, as well as for the import-export, marketing, distribution and sale of any type of these products or related, as well as all lawful business in the United States and abroad.

ARTICE V: MANAGEMENT

The Company shall be managed by one or more managers and is therefore a manager - managed company. The initial manager of the company shall be one (1) to hold office until his successor(s) has been duly elected and qualified, or until their earlier resignation, removal from office or death. The number of managers may increase or decrease in accordance with the procedure stated in the By-Laws of the company.

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The name and address of the initial Manager is:

José Luis Ascanio, 1521 Alton Road, Suite 385, Miami Beach, FL 33139

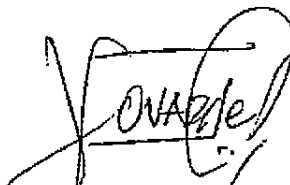
ARTICLE VI: INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida Street address of the initial Registered Agent is:

José G. Tovar.
Arias Tovar & Associates, P.A.
8180 NW 36th Street, Suite 100
Miami, Florida 33166

Having been named as registered agent and to accept service of process for the above stated 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.

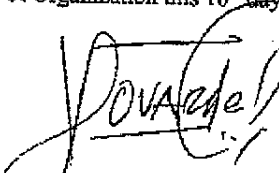
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Signature of Registered Agent

Date: June 10, 2002

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has signed these Articles of Organization this 10th day of June 2002



Signature of Member or Authorized Representative of a Member

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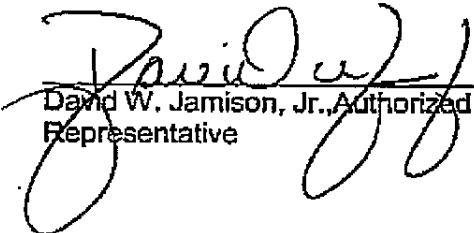
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ARTICLE FIVE
INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, these Articles of Organization have been executed by an authorized representative of a Member of the Company as of the 10 day of June, 2002.


David W. Jamison, Jr., Authorized
Representative

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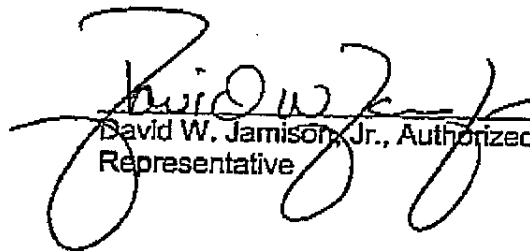
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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for TRAX, LLC in the foregoing Articles of Organization, I, David W. Jamison, Jr., on behalf of CFRA, LLC, a Florida limited liability company, hereby agree to accept service of process for said limited liability company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

CFRA, LLC, a Florida limited liability
company


David W. Jamison, Jr., Authorized
Representative

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