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

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

LIMITED LIABILITY COMPANY

RFG International LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
RFG International LLC

Article II. Address

The Company's street and mailing address is:
RFG International LLC
765 Crandon Boulevard
Apt. 207
Key Biscayne FL 33149

Article III. Registered Agent

The name and street address of the Company's registered agent is:

Lizabeth F. Calvo
328 Crandon Boulevard
Suite 226
Key Biscayne FL 33149

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Lizabeth F. Calvo I FL Bar Member 40657
Lizabeth F. Calvo, P.A.
328 Crandon Boulevard
Suite 226
Key Biscayne FL 33149
305-365-0902

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Article V. Management

This will be a member-managed company. The name and address of each member is:

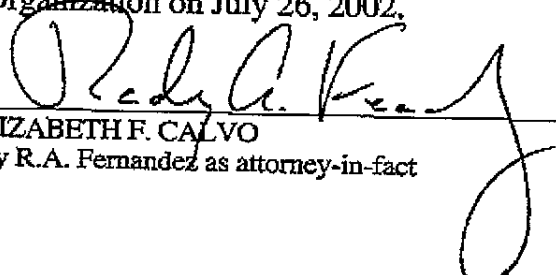
REMIR F. GUARDAZZI
765 Crandon Boulevard Apt. 207 Key Biscayne FL 33149

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7/23/02

Article VI. Company Existence

The Company's existence shall begin effective as of July 23, 2002.

The undersigned authorized representative of a member executed these Articles of Organization on July 26, 2002.



LIZABETH F. CALVO
by R.A. Fernandez as attorney-in-fact

Lizabeth F. Calvo | FL Bar Member 40657
Lizabeth F. Calvo, P.A.
328 Crandon Boulevard
Suite 226
Key Biscayne FL 33149
305-365-0902

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

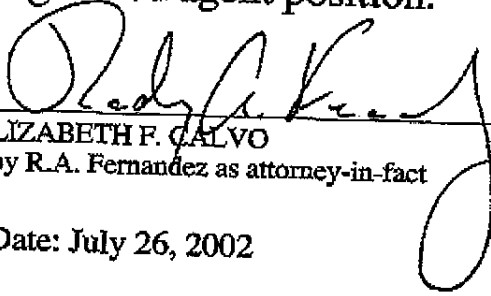
RFG International LLC

REGISTERED AGENT/OFFICE:

Lizabeth F. Calvo
328 Crandon Boulevard
Suite 226
Key Biscayne FL 33149

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


LIZABETH F. CALVO
by R.A. Fernandez as attorney-in-fact

Date: July 26, 2002

Lizabeth F. Calvo | FL Bar Member 40657
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