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LIMITED LIABILITY COMPANY

vale d'ouro of america, llc

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FLORIDA DEPARTMENT OF STATE Jim Smith Secretary of State

August 13, 2002

EMPIRE

SUBJECT: VALE D'OURO OF AMERICA, LLC

REF: W02000023429

02 AUG 15 AM 8: 23 SECRETARY OF STATE TALL AHASSEE, FLORID

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.

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

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

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) 245-6094.

Agnes Lunt Document Specialist FAX Aud. #: H02000180304 Letter Number: 602A00048014

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ES OF ORGANIZATION FOR A FLORIDA LIMITED LIABILITY COMPANY

THE UNDERSIGNED Organizer(s), for the purpose of forming a limited liability company, hereby adopt(s) the following Articles of Organization.

ARTICLE I NAME

VALE D'OURO OF AMERICA, LLC

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this limited liability company shares 762 SOUTH MILITARY TRAIL DEERFIELD BEACH, FLORIDA 33442

ARTICLE HI INITIAL REGISTERED AGENT AND ADDRESS

The name(s) and Plorida street address of the initial registered agent is: ANTHONY G. COLEMAN, JR. 3275 WEST HILLSBORO BOULEVARD SUITE 207 DEERFIELD BEACH, FLORIDA 33487

Having been named as Registered Agent and to accept service 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 as provided for in Chapter 608, F.S.

<u>AUGUST 13, 2002</u>

Registered Agent

ARTICLE IV MANAGEMENT (Check if applicable,)

() The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

The undersigned has (have) executed these Articles of Organization this date:

SIGNATURE AUTHORIZED REPRESENTATIVE TITLE:

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjuty that the facts herein stated are true)

ANTHONY G. COLEMAN, JR.

Those Articles of Organization Prepared By: Anthony G. Coleman, Jr., Esq./Florida Bar Number 368563 3275 West Hillsboro Boulevard Suite 207 Deertield Beach, Florida 33442 (954) 354-2785

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