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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

LIMITED LIABILITY COMPANY

cfc international, L.L.C.

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

September 3, 2002

EMPIRE

SUBJECT: CFC INTERNATIONAL, L.L.C.
REF: W02000025399

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.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Lee Rivers
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**ARTICLES OF ORGANIZATION
OF**

CFC INTERNATIONAL, L.L.C.

ARTICLE I

The name of the limited liability company ("Company") is
CFC INTERNATIONAL, L.L.C.

ARTICLE II - ADDRESS

The mailing and street address of the Company's principal office is:
7270 N.W. 12 Street, Suite 760 Miami, Florida 33126.

ARTICLE III - DURATION

The period of duration for the Company is perpetual beginning on the date these
Articles of Organization are filed by the Florida Department of State.

ARTICLE IV - REGISTERED AGENT AND OFFICE

The name of the Company's initial registered agent in Florida is
Stuart J. Edelman, Esq.. The address of Company's registered office in Florida is 1320
South Dixie Highway, Suite 450, Coral Gables, Florida 33146.

ARTICLE V - MANAGEMENT

The company is to be managed by the members. Each managing member is
identified as follows:

**Felix Joaquin Cantu Ayala
Ute. Amelie Finn
Cuauhtemoc Cardenas Batel
Cuauhtemoc Cardenas Solorzano
Francisco Eduardo Cruz Lara**

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ARTICLE VI -ADMISSION OF NEW MEMBERS

Members of the Company have the right to admit new members. Additional members may be admitted only upon the written consent of a majority-in-interest of the existing members, and a majority-in-interest of the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII -CONTINUATION OF BUSINESS

The remaining members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of member in the Company.

ARTICLE VIII -ADDITIONAL PROVISION

The power to adopt, alter, amend, repeal the regulations of the Company is vested entirely in the majority-in-interest of the managing members listed in Article V.

The Company shall be managed by the members in accordance with the regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provision for the regulation and management of the affairs of the company not inconsistent with the law or these articles of organization. The names and addresses of the members of the Company are:

Felix Joaquin Cantu Ayala

Ute. Amelie Finn

Cuauhtemoc Cardenas Batel

Address:

M.De Cervantes Saavadra
No.157, 11520 Mexico, D.F.

M.De Cervantes Saavadra
No.157, 11520 Mexico, D.F.

Edgar Allan Poe No.28 Depto.1102
Col. Polanco, Delegacion Miguel Hidalgo
11560 Mexico, D.F.

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Cuanhtemoc Cardenas Solorzano


Edgar Allan Poe No.28 Depto:1102
Col. Polanco, Delegacion Miguel Hidalgo
11560 Mexico, D.F.

Francisco Eduardo Cruz Lara

Chicontepe No. 58
Col. Hipodromo Condesa
C.P. 06170 Mexico, D.F.

Signed faxed copies of this document shall be deemed legal and binding.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Miami, Florida on this ____ day of August, 2002.



FELIX JOAQUIN CANTU AYALA

AUG 13 2002

EMBASSY OF THE UNITED STATES OF AMERICA
COUNTRY OF MEXICO
CITY OF _____

United Mexican States
Federal District
City of Mexico
Embassy of the United
States of America

THE FOREGOING ARTICLES OF ORGANIZATION OF CPC INTERNATIONAL L.L.C. was acknowledged before me, David C. Schroeder, Consul of the United States of America at _____ this ____ day of AUG 13, 2002, by FELIX JOAQUIN CANTU AYALA, who produced _____ MEXICAN PASSPORT _____ as identification, and did not take an oath.

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DIVISION OF CORPORATIONS

CONSUL OF THE UNITED STATES OF AMERICA

David C. Schroeder
Vice Consul

PRESIDENTIAL COMMISSIONS ARE PERMANENT

1/88



Ute. Amelie Finn

AUG 13 2002

EMBASSY OF THE UNITED STATES OF AMERICA
COUNTRY OF MEXICO
CITY OF _____

United Mexican States
Federal District
City of Mexico
Embassy of the United
States of America

221

THE FOREGOING ARTICLES OF ORGANIZATION OF CFC INTERNATIONAL L.L.C
was acknowledged before me, DAVID C. SCHROEDER Consul of the United States of America At
this day AUG 13 2002, by UTE. AMELIE FINN, who produced
Deutsch passport as identification, and did not take an oath.


CONSUL OF THE UNITED STATES OF AMERICA

David C. Schroeder
Vice Consul

PRESIDENTIAL COMMISSIONS ARE PERMANENT

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Cuauhtemoc Cardenas Batel

EMBASSY OF THE UNITED STATES OF AMERICA
COUNTRY OF MEXICO Federal District
CITY OF City of Mexico }
Embassy of the United States of America

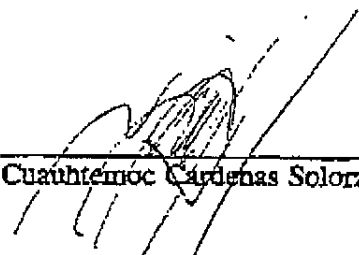
THE FOREGOING ARTICLES OF ORGANIZATION OF CFC INTERNATIONAL L.L.C
was acknowledged before me, VICE, Consul of the United States of America At
this day 09 2002, by Cuauhtemoc CARDENAS BATEL, who produced
Mexican Pat 99390017664 as identification, and did not take an oath.


CONSUL OF THE UNITED STATES OF AMERICA

David C. Schroeder
Vice Consul

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AUG 13 2002


Cuauhtémoc Cárdenas Solorzano

EMBASSY OF THE UNITED STATES OF AMERICA
COUNTRY OF MEXICO
CITY OF _____

United Mexican States
Federal District
City of Mexico
Embassy of the United States of America } ssr


THE FOREGOING ARTICLES OF ORGANIZATION OF CPC INTERNATIONAL L.L.C was acknowledged before me, David C. Schroeder, Consul of the United States of America At this day of AUG 13 2002 by Cuauhtémoc CARDENAS SOLORZANO, who produced MEXICAN PASSPORT as identification, and did not take an oath.


CONSUL OF THE UNITED STATES OF AMERICA

David C. Schroeder
Vice Consul

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Francisco Eduardo Cruz Lara

AUG 14 2002

EMBASSY OF THE UNITED STATES OF AMERICA
COUNTRY OF MEXICO
CITY OF _____

United Mexican States
Federal District
City of Mexico
Embassy of the United States of America } USI

THE FOREGOING ARTICLES OF ORGANIZATION OF CFC INTERNATIONAL L.L.C. was acknowledged before me, DAVID C. SCHROEDER, Consul of the United States of America At AUG 14 2002 day of _____, 2002, by Cuauhtemoc CARDENAS SOLORZANO, who produced _____ Mexican passport - - - - as identification, and did not take an oath.



CONSUL OF THE UNITED STATES OF AMERICA

David C. Schroeder
Vice Consul

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**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of the Florida Statutes Section 608-415 or 608.507, 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 **CFC INTERNATIONAL, L.L.C.**
2. The name and address of the registered agent and office is:
Stuart J. Edelman, Esq., 1320 South Dixie Highway, Suite 450, Coral Gables, Florida 33146.

Having been named as registered agent and to accept service of process for the above-named 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 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: August 27, 2002


Stuart J. Edelman, Esq.FILED
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