

L020000027034

October 8, 2002

Florida Department of State
DIVISION OF CORPORATIONS
Registration Section
P.O. Box 6327
Tallahassee, Fl. 32314

FILED
20 OCT 11 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-10/11/02-01077-002
*****160.00 *****160.00

Dear Sirs:

I hereby enclose and submit for filing, the original version of the executed ARTICLES OF ORGANIZATION OF INGEMEL CONSTRUCTION & MANAGEMENT LLC., pursuant to the requirements of Chapter 608 of the Florida Statutes. I also enclose check number 1376 drawn against the First Union Bank, payable to the FLORIDA DEPARTMENT OF STATE, for the amount of \$160.00 to cover the following items:

- \$100.00 Filing fee for Articles of Organization
- \$ 25.00 Designation of Registered Agent
- \$ 30.00 Certified Copy
- \$ 5.00 Certificate of Status

My contact information is:

MARIA CRISTINA MORALES
7225 N. W. 68th Street Ste. 4
Miami, Florida 33166
Tel. 305-888-2388
Tel. 305-887-8827

Should you need any additional information, do not hesitate to contact me.

Yours truly,


Maria Cristina Morales

**ARTICLES OF ORGANIZATION
OF
Ingemel, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

**ARTICLE I
NAME**

The name of the limited liability company is Ingemel Construction & Management LLC ("The Company")

**ARTICLE II
DURATION**

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**ARTICLE III
NATURE OF BUSINESS AND MAILING ADDRESS**

This Company is organized for the purpose of engaging in all lawful activities including but not limited to: a) Execute and perform, directly or indirectly, by means of any type of contract, any type of mechanical & electrical work; b) Execute and perform, directly or indirectly any type of fire & sprinkler contracting work; c) Execute and perform, directly or indirectly any type of plumbing contracting work; d) Execute and perform all types of civil construction works, directly or by means of its delegation to third parties; e) Execute, develop and perform, on its own, through third parties or in joint ventures, all type of mechanical, electrical, electronic, civil or industrial engineering or architectural contracts or any other type of construction contract; f) Execute, perform and develop, directly or indirectly, by means of any type of contract, engineering or architectural works, or in general terms, the construction, in any stage, of buildings, housing, offices, warehouses, industrial plants and/or government works; g) Purchase, sell, commercialize, import and export any type of goods or products related with electrical, electronic, mechanical, civil and industrial engineering or with architecture and through any legal means, to represent and act on behalf of, domestic or foreign companies, whose corporate purpose is the production or commercialization of these products; g) Do all other things which may be necessary or desirable in connection with the foregoing.

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The mailing address and the street address of the Company's initial principal office is 7225 NW 68 Street Suite 4, Miami, Florida 33166.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Company is 7225 NW 68 Street Suite 4, Miami, Florida 33166 and the registered agent at that address is Maria Cristina Morales.

ARTICLE V PARTICIPATION CERTIFICATES

(a) Each Member's interest in the Company may be evidenced by a membership participation certificate. The amount of capital which the initial Members have committed as its initial capital contribution is One Thousand and No/100 Dollars (\$ 1,000.00). Additional capital contributions may be received and additional participation certificates issued at such times and in such amounts as may be determined and allowed as provided in the Regulations and Operating agreement.

(b) No Member of this Company may transfer, sell or assign his or her Membership Interest in the Company to any other person Except as provided for in the Company's Regulations and Operating Agreement.

ARTICLE VI ADDITION OF NEW MEMBERS

New owners who take their interest directly from the Company will be admitted as Members with the consent of all the Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the consent of all the Members or as otherwise provided in the Regulations and Operating Agreement of the Company.

ARTICLE VII MANAGEMENT

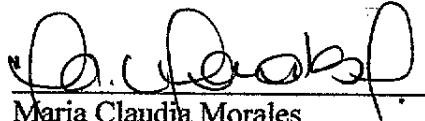
The Company shall initially be managed by a sole manager, whose name and address is Patricia Morales, 7225 NW 68 Street, Suite 4, Miami, Florida, 33166. The number of managers may be increased or diminished from time to time by the Members. The manager hereby appointed shall serve until the first annual meeting of the Members, or until his successor is elected and qualified.

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**ARTICLE VIII
AMENDMENT**

This Company, reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, as the sole Member, has executed these Articles the 01 day of October, 2002.



Maria Claudia Morales
Authorized Representative

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relatives to the proper and complete performance of my duties.

By: *Maria Cristina Morales*
Maria Cristina Morales

Dated: October 01, 2002

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