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MIAMI, FLORIDA 33131-1506
TEL. (305) 373-5444

4551 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33146

November 21, 2002

VIA FEDERALEXPRESS

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: Mirta Penelas Foundation, H&R Marine, L.L.C.

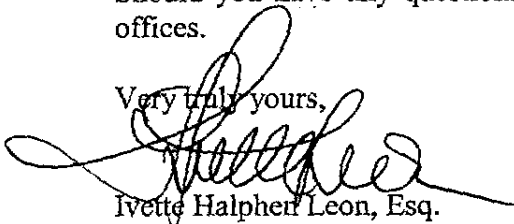
Dear Gretchen:

Enclosed please find the Notice of Reinstatement for the Mirta Penelas Foundation together with the filing fee.

In addition, please find the Articles of Organization for H&R Marine, L.L.C. together with the filing fee. Please process as soon as possible and send me confirmation via fax. Send the originals via regular mail.

Should you have any questions regarding the foregoing, please do not hesitate to contact our offices.

Very truly yours,



Ivette Halphen Leon, Esq.

:IHL

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ARTICLES OF ORGANIZATION OF

H&R MARINE, L.L.C.

The undersigned hereby subscribes these Articles of Organization for the purposes of organizing a limited liability company under the laws of the State of Florida.

ARTICLE I.

NAME

The name of the Limited Liability Company is H&R Marine, L.L.C. (the "Company").

ARTICLE II.

PRINCIPAL OFFICE

The mailing and street address of this Company's principal office shall be 2320 Bayview Lane, North Miami, Florida 33181.

ARTICLE III

PURPOSE

The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Florida Statutes Annotated Sections 608.401 to 608.471, including all powers and purposes now and hereafter permitted by law to a limited liability company.

ARTICLE IV.

REGISTERED AGENT AND REGISTERED OFFICE

The registered agent of this Company shall be A&P Registered Agent, Inc., whose business address is 2450 S.W. 137th Avenue, Suite 221, Miami, Florida 33175, which shall be the registered office of this limited liability company.

ARTICLE V.

MANAGEMENT OF THE COMPANY

The management of the Company shall be reserved to the members.

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**ARTICLE VI
MEMBERS**

The Company shall have two (2) members. The members are as follows:

1. Fernando V. Herradon
2. Osvaldo D. Romero

**ARTICLE VII
ADDITIONAL MEMBERS**

Additional members may be admitted to the Company upon the approval of all then-existing members of the Company and upon the terms and conditions as shall be established by agreement of all then-existing members of the Company.

**ARTICLE VIII
OFFICERS**

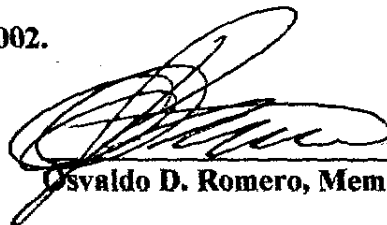
The name and address of the initial officers of the company, who shall hold office until their successor is elected and qualified or until his earlier resignation or removal from office is:

President: Fernando V. Herradon
12954 Banyan Road
North Miami, Florida 33181

Chief Executive Officer: Osvaldo D. Romero
2320 Bayview Lane
North Miami, Florida 33181

Secretary: Osvaldo D. Romero
2320 Bayview Lane
North Miami, Florida 33181

Executed this 20 day of November, 2002.


Osvaldo D. Romero, Member

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**STATEMENT OF ACCEPTANCE
OF
REGISTERED AGENT OF
H&R Marine, L.L.C.**

In accordance with the Florida Limited Liability Company Act, sections 608.407(1)(d) and 608.415(2), the undersigned hereby accepts the appointment as registered agent of the above captioned limited liability company. The registered agent further acknowledges that 2450 S.W. 137th Avenue, Suite 221, Miami, Florida 33175 is the business office address of the registered agent, which will be the registered office of the limited liability company for the service of process.

Date: November 20, 2002.



**Ivette Halphen Leon, Esq.
A&P Registered Agent, Inc.,
Registered Agent**

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