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Division of Corporation

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
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DIVISION OF CORPORATION

AL

LIMITED LIABILITY COMPANY

PONCHO PALLADIUM LLC

Certificate of Status	0
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Page Count	03
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ARTICLES OF ORGANIZATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

PONCHO PALLADIUM LLC

I, the undersigned, hereby make, subscribe and acknowledge these Articles of Organization for the purpose of becoming a limited liability company under the laws of the State of Florida.

1. **NAME:** The name of the company shall be **PONCHO PALLADIUM LLC**, and shall be hereinafter referred to as the "Company".

2. **DURATION:** The period of duration of the Company shall be perpetual.

3. **PRINCIPAL OFFICE:** The address of the principal office and mailing address of the Company is 95 Merrick Way, Ste. 440, Coral Gables, FL 33134.

4. **REGISTERED AGENT AND OFFICE:** The name of the registered agent of the Company within the State of Florida shall be Luis F. De La Cruz, Jr., whose street address is 95 Merrick Way, Ste. 440, Coral Gables, FL 33134.

5. **MEMBERS:** This limited liability company shall have one member whose name and address is as follows:

5.1 **PONCHO VENTURES, INC.,** A British Virgin Islands company.

No additional members shall be admitted unless all members of the Company, (including all additional members other than original members) shall unanimously agree, and on such terms and conditions as shall they agree unanimously.

The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, or the occurrence of any event which terminates the continued membership of a member of this Company, shall terminate the Company, unless the remaining members shall unanimously agree to continue the business of the Company, in which event, the Company shall not so terminate.

Luis F. De La Cruz, Jr.,
241 Sevilla Ave., Ste. 805
Coral Gables, FL 33134
305/448-0100
FL Bar No.: 278459

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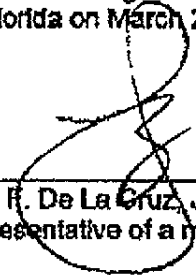
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6. **MANAGEMENT:** The management of the Company is reserved to the member of the Company. The power to adopt, alter, amend or repeal the regulations of the Company shall be vested in the member of the Company. SECRETARY OF ST. JACOB COUNTY, FLORIDA

The name and address of the managing member of the Company is:

6.1 **PONCHO VENTURES, INC., a B.V.I. COMPANY.**

IN WITNESS WHEREOF, the undersigned subscribes to these Articles of Organization in Miami-Dade County, Florida on March 25, 2003.



Luis R. De La Cruz, Jr., as authorized
representative of a member.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the Florida Statutes, the following is submitted:

PONCHO PALLADIUM LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida, has named **Luis F. De La Cruz, Jr.**, located at **95 Merrick Way, Ste. 440, Coral Gables, FL 33134** as Registered Resident Agent to accept Service of Process within this State.

March 25, 2003.



Luis F. De La Cruz, Jr., as authorized
representative of a member.

Having been named to accept Service of Process for the above-stated limited liability company at the place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

March 25, 2003.



Luis F. De La Cruz, Jr.
(Registered Resident Agent)

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