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LIMITED LIABILITY COMPANY

EXPO SEGURIDAD MEXICO, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

L03-13805
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FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 16, 2003

EMPIRE

SUBJECT: EXPO SEGURIDAD MEXICO, LLC
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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.

The document must contain the entity's complete mailing address.

Article III must say registered agent, not registered officer.

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Trevor Brumbley
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Division of Corporations - P.O. BOX 6827 - Tallahassee, Florida 32314

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**ARTICLES OF ORGANIZATION OF
EXPO SEGURIDAD MEXICO, LLC.**

The undersigned hereby enter into these Article of Organization of a Limited Liability Company, by and among LATIN PRESS INC., a Florida Corporation, GIPREX MEXICO, SA DE CV, a Mexican Corporation and ANDREA FERRANDO, a US Legal Resident, and pursuant to Chapter 608, Florida Statutes, hereby organize, EXPO SEGURIDAD MEXICO LLC, and further agree:

ARTICLE I

The name of the Limited Liability Company is EXPO SEGURIDAD MEXICO, LLC.

ARTICLE II

The Limited Liability Company shall have its principal place of business at 2455 SW 27th Avenue, Suite 200, Miami, Florida, which is also the mailing address.

ARTICLE III

Its registered agent shall be Max Jaramillo at 2455 SW 27th Avenue, Suite 200, Miami, Florida.

ARTICLE IV

The Limited Liability Company is organized for the purpose as follows:

(a) To organize, plan, create, advertise, promote and conduct an industry convention and conference for the security and access control industry of Mexico:

(b) To perform fully any agreement with any member of the Limited Liability Company;

(c) To have all the powers of Limited Liability Companies generally organized and existing under Chapter 608, Florida Statutes or such powers as shall hereafter be conferred upon such companies by the laws of the State of Florida.

ARTICLE V

The period of its duration shall be for fifty (50) years for the date of filing of these Articles of Organization with the Florida Department of State, subject to disassociation and termination events.

ARTICLE VI

The initial members of the EXPO SEGURIDAD MEXICO, LLC, their initial capital contributions, and their percentage interest in the EXPO SEGURIDAD MEXICO, LLC are:

Initial Members	Percentage Interest	Capital Contributions
GIPREX MEXICO, SA DE CV	45%	US \$450
ANDREA FERRANDO	45%	US \$450
LATIN PRESS, INC.	10%	US \$100

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ARTICLE VII

Additional Members may be admitted upon such terms, conditions, agreements, and understandings as shall be agreed upon by the members including contributions to capital and future contributions of capital; No new Members, whether by acquisition of a capital position or acquisition in whole or in part of another Member's interest in the Company, shall be allowed, except upon the mutual written consent and agreement of each member to the proposed transfer, assignment or entry, to vote on any matters, [provided, however that irrespective of the act of such unanimous written consent], such transferee may, without having any participation or right of participation in the management and affairs of the Company or to become a Member, shall be entitled to the share of profits or other income or returns of contributions to which such person would otherwise be entitled based upon the proportionate share of capital held by such person.

Upon the death, retirement, resignation, expulsion, bankruptcy, dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member (disassociation event) the Company shall dissolve, unless within thirty (30) days of the date of such event a majority in interest of the remaining Members shall consent, in writing, to the continuation of the Limited Liability Company.

ARTICLE VIII

The Company shall be managed by manager representatives selected by each one of the entities which is a Member hereof and each of whom shall continue in his capacity following his appointment until he shall be replaced by a new designee in accordance with the Operating Agreement and regulations of the Limited Liability Company as such successors are duly elected and qualified and assume their duties. The initial managers who shall serve until the first annual meeting of the members until their successors are elected and qualified are: Max Jaramillo, c/o LATIN PRESS, INC. 2455 SW 27th Avenue, Suite 200, Miami, Florida; Samuel Ordaz, c/o GIPREX MEXICO SA DE CV, Paseo de los Alamos 208, Monterrey, NL 64630, Mexico, and Andrea Ferrando, 4601 NW 93rd Dorai Court, Miami, FL 33178.

IN WITNESS WHEREOF, the undersigned has set his and seal this 11 day of Apr. 1, 2003.

LATIN PRESS, INC.

By: [Signature]
Max Jaramillo, Member

GIPREX MEXICO, SA DE CV

By: [Signature]
Samuel Ordaz, Member

Andrea Ferrando

By: [Signature]
Andrea Ferrando, Member

EXPO SEGURIDAD MEXICO, LLC.
Articles of Organization

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ACCEPTANCE OF AGENT/REGISTERED OFFICE

Having been named 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Max Jaramillo Registered Agent

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