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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0303

From:

Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305) 599-0839
Fax Number : (305) 716-0346

DIVISION OF CORPORATION

03 MAY 15 AM 10:37

RECEIVED

LIMITED LIABILITY COMPANY

PALS INTERNATIONAL, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

03 MAY 15 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/15/03

**ARTICLES OF ORGANIZATION FOR
PALS INTERNATIONAL, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - NAME:

The name of the Limited Liability Company is:

PALS INTERNATIONAL, LLC

ARTICLE II - ADDRESS:

The mailing address and street of the principal office of the Limited Liability Company is:

**14075 SW 83RD COURT
MIAMI, FL 33158**

ARTICLE III - DURATION:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by a manager, or managers until the first annual meeting of the members or until their names are elected and qualify, and the name(s) and address(es) of such manager(s) who is/are:

PATRICIA SIMAN

**14075 SW 83 CT
MIAMI, FL 33158**

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TALLAHASSEE, FLORIDA

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ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be by (i) unanimous resolution and consent of the remaining members under the same terms and conditions as set forth from time to time by the capital contributions with Department of State, State of Florida setting forth the actual contributions of all members.

ARTICLE VI - MEMBERS RIGHTS TO CONTINUE BUSINESS:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a membership of a member in the limited liability company shall be set forth in a unanimous resolution and consent of the remaining members and in the event there is are less than two members or in the event the remaining members do not reach a unanimous resolution with the determination of a membership of a member within 15 days from said termination, the limited liability company shall be dissolved.

The UNDERSIGNED for the purpose of forming a Limited Liability Company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.

By:

[Signature]
PATRICIA SIMAN

STATE OF FLORIDA)

SS:

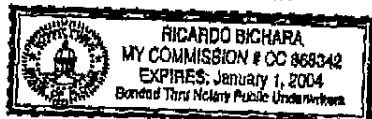
COUNTY OF (DADE)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, IGNACIO IGLESIAS personally appeared to me known to be in the foregoing Articles of Organization, and she acknowledged before me that she executed said Articles of Organization.

WITNESS my hand and seal in said State and County, this 13 day of MAY, 2003.

[Signature]
NOTARY PUBLIC

COMMISSION EXPIRES:



03 MAY 15 AM 10:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**CERTIFICATE OF DESIGNATION OF
REGISTER AGENT/REGISTER OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTER
AGENT, THE STATE OF FLORIDA.

1. The name of the limited liability company is:

PALS INTERNATIONAL, LLC

2. The name and address of the registered agent and office is:

PATRICIA SIMAN
14075 SW 83 CT
MIAMI, FL. 33158

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 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 MY DUTIES, AND AM FAMILIAR WITH AND ACCEPT
THE OBLIGATIONS OF MY POSITION AS REGISTER AGENT.

SIGNATURE

DATE

5-12-03

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AND
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA