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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Caridad Holdings, LLC

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**ARTICLES OF ORGANIZATION OF
CARIDAD HOLDINGS, LLC**

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ARTICLE I NAME

The name of the limited liability company shall be: **CARIDAD HOLDINGS, LLC**

ARTICLE II EXISTENCE AND DURATION

The existence of the limited liability company shall be perpetual.

ARTICLE III PURPOSE

This limited liability company is organized for the purpose of investment in real property and other financial assets, including the purchasing, owning, holding, improving, using, dealing in, managing, selling, mortgaging, pledging, leasing, exchanging, transferring and disposing of property, both real and personal and wherever situated, and shall have all powers necessary or convenient to effect any or all of the purposes for which the company is organized.

ARTICLE IV PRINCIPAL PLACE OF BUSINESS

The mailing and street address of the principal office of the limited liability company is: 5850 W. Flagler St., Miami, FL 33144.


ARTICLE V INITIAL REGISTERED AGENT

The initial registered agent and street address of the initial registered agent of the limited liability company shall be: PEDRO CARO, 5850 W. Flagler St., Miami, FL 33144.

ARTICLE VI MANAGEMENT

The limited liability company is to be managed by one or more Managers, and its initial manager is: PEDRO CARO, 5850 W. Flagler St., Miami, FL 33144.

In accordance with 608.408(3) F.S. the undersigned member by execution of this affidavit affirms under the penalties of perjury that the facts stated herein are true. Executed by the undersigned at Miami, Florida on May 21, 2003.



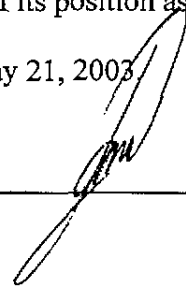
Pedro Caro, Trustee, Member and Manager

**CERTIFICATE OF ACCEPTANCE OF
REGISTERED AGENT/REGISTERED OFFICE**

Having been named as registered agent of CARIDAD HOLDINGS, LLC to accept service of process for such limited liability company at the place designated in this certificate, the undersigned accepts such appointment and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

Dated this on May 21, 2003

Pedro Caro



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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