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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

sunbev international, l.l.c.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 25, 2003

EMPIRE CORPORATE KIT COMPANY

SUBJECT: SUNBEV INTERNATIONAL, L.L.C.
REF: W03000018151

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.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

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108 South Miami Avenue
2nd Floor
Miami, FL 33130

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**ARTICLES OF ORGANIZATION
FOR SUNBEV INTERNATIONAL, L.L.C.**

ARTICLE I - The name of the Limited Liability Company is SUNBEV INTERNATIONAL, L.L.C.

ARTICLE II - The mailing address and street address of the principal office of the Limited Liability Company is 555 NE 34 Street, #1903, Miami, FL 33137.

ARTICLE III - The name and the Florida street address of the registered agent is ANDRE McDONALD, 555 NE 34 Street, #1903, Miami, FL 33137.

ARTICLE IV - All of the Limited Liability Company's powers shall be exercised by or under the authority of, and the business and affairs of this company shall be managed under the direction of, the members of this company. This article may be amended from time to time in the regulations of the company by a unanimous vote of the members. The members and their ownership percentage in this company are as follows:

G. FERREIRA DOS SANTOS Het Tasveld 32 3342 GT Hendrik Ido Ambacht The Netherlands	50% ownership
ANDRE MELO DE TAVARES RUE ANTONIO LUMACK DO MONTE 128 - Sala 602 Recife, Brazil	50% ownership

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ARTICLE V - This Limited Liability Company shall exist until dissolved in a manner

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provided by law, or as provided in the regulations adopted by the members.

ARTICLE VI - Members shall have the right to admit new members by unanimous consent. Contributions of the new members shall be determined at the time of admission to the Limited Liability Company.

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership in the Limited Liability Company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Organization for the uses and purposes aforesaid. In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


ANDRE McDONALD, registered agent / member

Having been named as registered agent and to accept service of process for the above state 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.


ANDRE McDONALD, registered agent

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