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SPANSING CORFORATION

SORDO'& ASSOCIATES, P.A.

1200 Brickell Avenue Suite 1680 Miami, Florida 33131

Telephone 305 • 375 • 9510 Facsimile 305 • 375 • 9506 Attorneys at Law

June 12, 2003

VIA REGULAR MAIL

Florida Department of State Division of Corporations PO Box 6327 Tallahassee, Fl 32314

Re: Athena World Group, LLC. Articles of Organization

To Whom It May Concern:

Please be advised that this law firm represents Athena World Group, LLC in the above-mentioned matter. Enclosed please find the Articles of Organization for the company along with the filing fees in the amount of \$155.00 which includes the filing fee of \$100.00 for the Articles of Organization, \$25.00 for Designation of Registered Agent and \$30.00 for a Certified Copy.

Should you have any questions please feel free to contact us,

Regards,

Cesar R. Sordo, Esq.

Enclosures

6/19 No check enclosed

W03-18015



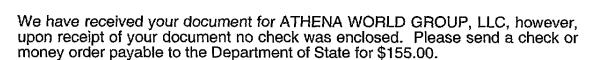
FLORIDA DEPARTMENT OF STATE Glenda E. Hood Secretary of State

June 24, 2003

CESAR R. SORDO, ESQ. SORDO & ASSOCIATES, P.A. 1200 BRICKELL AVE., STE. 1680 MIAMI, FL 33131

SUBJECT: ATHENA WORLD GROUP, LLC

Ref. Number: W03000018015



If you have any questions concerning the filing of your document, please call (850) 245-6043.

Letter Number: 403A00038399

Joey Bryan Document Specialist

SORDO & ASSOCIATES, P.A.

3006 Aviation Avenue Suite 2A Coconut Grove, Florida 33133 Tel. 305.859_8107 Fax. 305.859_8108

July 8, 2003

Division of Corporations Attn: Joey Bryan P.O. Box 6327 Tallahassee, FL 32314

Re: Athena World Group, LLC

Ref No.: W03000018015

Dear Mr. Byran:

Enclosed please find check number 8397 in the amount of \$155.00 to cover the filing fee of the above-mentioned company.

Thank you for your attention.

Sincerely,

SORDO & ASSOCIATES, P.A.

Karla Montalban Secretary for the Firm

:km

enc.

1 check

ARTICLES OF ORGANIZATION

OF -

ATHENA WORLD GROUP, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be Athena_World Group, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 3006 Aviation Avenue, Suite 2A, Coconut Grove, Florida 33133.

ARTICLE III -- DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the company in the State of Florida is Florida Corporate Service, LLC, at 3006 Aviation Avenue, Suite 2A, Coconut Grove, Florida 33133.

THIS INSTRUMENT PREPARED BY: Cesar R. Sordo, Esq., ESQUIRE Sordo & Associates, P.A. 3006 Aviation Avenue, Suite 2A Miami, Florida 33133 *TELEPHONE 305.375.9510* FLORIDA BAR #947946

ARTICLE V -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company of unanimous consent of all the members.

ARTICLE VI -- ADMISSION OF NEW MEMBERS

of on the Son State of State o No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII -- TERMINATION OF EXISTENCE

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE VIII -- MANAGEMENT

The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company signing these Articles is:

Oleo World Wide Inc.

ARTICLE IX - INDEMNIFICATION AND LIABILITY

The Company may, as determined by the managers of the Company, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the regulations of the Company.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization in Miami-Dade County, Florida, on this 12th day for June, 2003.

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

SS.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Cesar R. Sordo, Esq., known to me and known by me to be the person, who, as representative of the registered agent, executed the foregoing Acceptance and acknowledged before me that he executed same knowingly and voluntarily.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 12th day of June, 2003.

NOTARY PUBLIC, State of Florida Printed Name of Notary Public My Commission Expires:

> OFFICIAL NOTARY SEAL ILEANA J DELGADO NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. DD115578 MY COMMISSION EXP. MAY 7,2006

