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TALLAHASSEE FLORIDA
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 196884 7328994

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 155.00

03 AUG -8 AM 8:24
FILED
TALLAHASSEE, FLORIDA

ORDER DATE : August 6, 2003

ORDER TIME : 3:41 PM

ORDER NO. : 196884-005

CUSTOMER NO: 7328994

CUSTOMER: Ms. Wendolyn Rivera
Concepcion Rojas & Santos, Llp

Suite 350
220 Alhambra Circle
Coral Gables, FL 33134

DOMESTIC FILING

NAME: MAGOVE INTERNATIONAL HOLDINGS,
LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION
OF MAGOVE INTERNATIONAL HOLDINGS, LLC

Pursuant to the authority contained in Florida Limited Liability Company Act, F.S. Chapter 608, the undersigned, being authorized to execute and file these Articles on behalf of MAGOVE INTERNATIONAL HOLDINGS, L.L.C., a Florida Limited Liability Company, hereby certifies that:

ARTICLE I - NAME:

The name of the Limited Liability Company is: MAGOVE INTERNATIONAL HOLDINGS, LLC

ARTICLE II - ADDRESS:

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

220 Alhambra Circle
Suite 350
Coral Gables, Florida 33134

ARTICLE III- REGISTERED AGENT AND REGISTERED OFFICE

The name and the Florida street address of the initial registered agent are:

Juan R. Garcia
220 Alhambra Circle
Suite 350
Coral Gables, Florida 33134

ARTICLE IV - MEMBERS

The Members of the Company are: Magove International Siglo Veintiuno, S.A., a corporation formed and organized under the laws of Costa Rica, with a principal office in San Jose, Costa Rica and Marita Gonzalez -Vega, an individual, domiciled in San Jose, Costa Rica. The aforementioned parties shall also be referred to individually as "Member" or collectively as "Members".

The Members shall contribute capital to the Company in the form of cash, property or services as set forth in Exhibit "A" to the Operating Agreement of the Company. The capital contributed to the Company by each Member shall entitle them to hold an ownership interest in the Company in the proportions set forth in the aforementioned Exhibit A.

ARTICLE V- MANAGEMENT:

The Limited Liability Company is to be managed by a manager or managers and is, therefore,

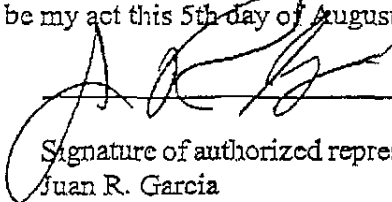
a manager-managed company. The Members agree that below named persons shall manage and hold the following offices in the Company:

President- Marita Gonzalez Vega
C/O Gape S.A
Apdo. 1374-2150 Moravia
San Jose, Costa Rica

Vice-President- Jorge Antonio Acosta Gonzalez
C/O Gape S.A
Apdo. 1374-2150 Moravia
San Jose, Costa Rica

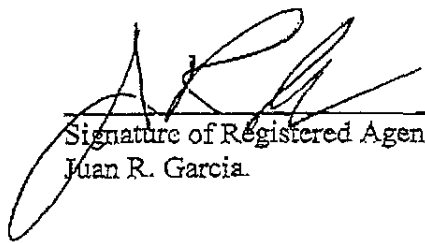
Vice-President- Luis Diego Acosta Gonzalez
C/O Gape S.A
Apdo. 1374-2150 Moravia
San Jose, Costa Rica

IN WITNESS WHEREOF, I have signed these Articles of Organization as an authorized representative of a member and acknowledged them to be my act this 5th day of August, 2003.


Signature of authorized representative
Juan R. Garcia

STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

I hereby accept the designation as registered agent to accept service of process for the above stated limited liability company at the place designated in this statement. 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 under Chapter 608, Florida Statutes.


Signature of Registered Agent
Juan R. Garcia