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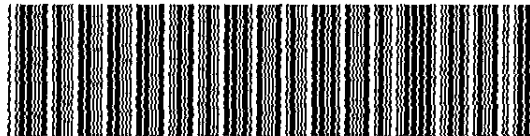
(Business Entity Name)

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Barry Brazer, C.P.A.
18655 NE 21 Ave.
North Miami Beach, FL 33179
Phone: (305) 469 - 5611 Fax (305) 937 - 0052

August 4, 2003

To: Registration Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Subject: C & A International Accountants, LLC

The enclosed Articles of Organization and fees are
submitted for filing.

Please return all correspondence concerning this matter to the following:

Barry Brazer
Barry Brazer, CPA
18655 NE 21 Ave.
North Miami Beach, FL 33179

For further information concerning this matter, please call:

Barry Brazer at 305-469-5611

Enclosed is a check of \$160.00 for the following fees:

\$100.00	Filing feed for Articles of Organization
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy
\$ 5.00	Certificate of Status

Sincerely,


Barry Brazer, CPA

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ARTICLES OF ORGANIZATION
OF
C & A INTERNATIONAL ACCOUNTANTS, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 – NAME

The name of the limited liability company shall be C & A International Accountants, LLC, ("Company").

ARTICLE 2 – ADDRESS

The principal place of business of the Company in Florida shall be 18655 NE 21 Ave N Miami Beach, FL 33179 and the mailing address shall be the same.

ARTICLE 3 – EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to the provisions of Article 9, the Company's existence shall not terminate and shall be perpetual, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 – PURPOSES AND POWERS

The purpose and business of the Company are to provide accounting services and to engage in any other lawful activity for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE 6 – REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is Barry Brazier, CPA 18655 NE 21 Ave., North Miami Beach, FL 33179. The name and address of the registered agent of this Company is Barry Brazier, CPA 18655 NE 21 Ave., North Miami Beach, FL 33179.

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ARTICLE 7 – MANAGEMENT

The Managers of the Company shall be:

Operating Manager: Hector H Cabrera.
Secretary: Hector H Cabrera
Treasurer: Hector H Cabrera

whose addresses shall be the same as the mailing address of the Company.

ARTICLE 8 – ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). 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 member(s) 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 9 – TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon 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 one remaining member.

ARTICLE 10 – MEMBERS

The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) 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 member(s) of the Company are:

Hector H Cabrera
Calle 25 Norte # 5N-57
Officinas 306-307 y 338 Astrocentro
Santiago De Cali, Colombia

Rodigo Garcia
Calle 25 Norte # 5N-57
Officinas 306-307 y 338 Astrocentro
Santiago De Cali, Colombia

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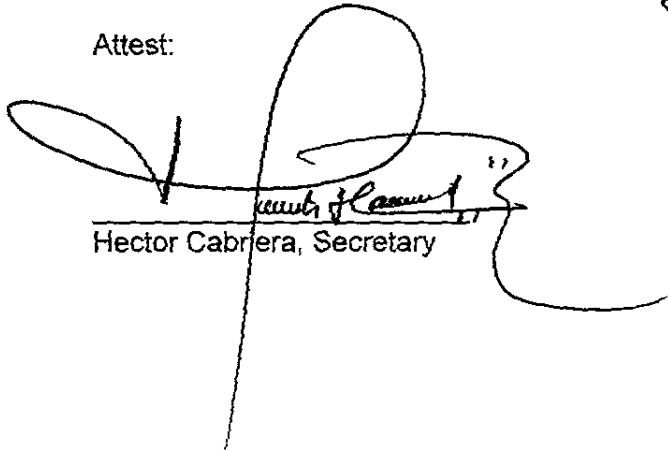
ARTICLE 11 – INDEMNIFICATION

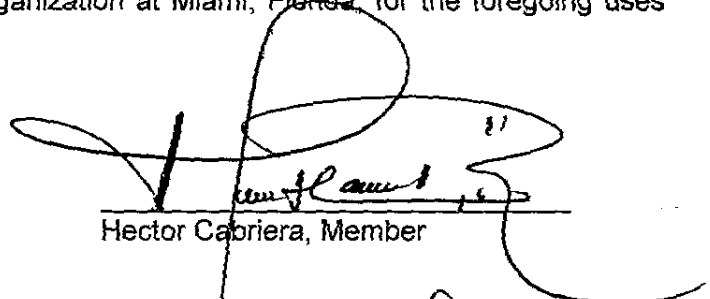
The Company shall indemnify managers and officers of the Company who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the manager or officer was a party because the manager or officer is or was a member or officer of the Company against reasonable attorney fees and expenses incurred by the manager or officer in connection with the proceeding. The Company may indemnify an individual made a party to a proceeding because the individual is or was a manager, officer, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s), that indemnification of the manager, officer, employee or agent, as the case may be, is permissible in the circumstances because the manager officer, employee or agent has met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for managers, officers, employees and agents of the Company shall apply when such persons are serving at the Company's request while a manager, officer, employee or agent of the Company, as the case may be, as a manager, officer, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Company. The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a manager, officer, employee or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a manager, officer, employee or agent of the Company, whether or not the Company would have power to indemnify the individual against the same liability under the law. All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a manager, officer, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "manager", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

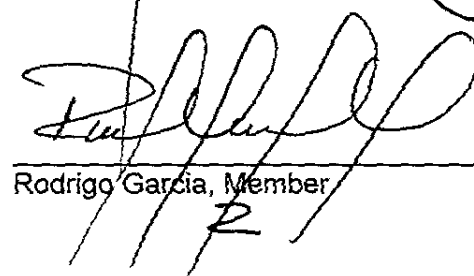
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IN WITNESS WHEREOF, the undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes, this August 1, 2003.

Attest:


Hector Cabrera, Secretary


Hector Cabrera, Member


Rodrigo Garcia, Member

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED 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/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

C & A International Accountants, LLC

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

**Barry Brazier, CPA
18655 NE 21 Ave
N Miami Beach, FL 33179**

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 of registered agent and agree to act in its 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.



Barry Brazier, CPA

8/1/03
August 1, 2003

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