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LIMITED LIABILITY COMPANY

inversiones de sud america, llc

Certificate of Status	0
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**ARTICLES OF ORGANIZATION OF
INVERSIONES DE SUD AMERICA, LLC**

The undersigned hereby executes these Articles for the purpose of forming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company (the "Company").

ARTICLE I

NAME

The name of the Company shall be INVERSIONES DE SUD AMERICA, LLC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The street address of the principal office of the Company is 31 Route 281 North, Lake Toxaway, North Carolina, 28747, and the mailing address is 2101 NW Corporate Boulevard, Suite 107, Boca Raton, Florida 33431.

ARTICLE III

**REGISTERED OFFICE AND
REGISTERED AGENT &
REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent is:

M & W Agents, Inc.
2101 Corporate Blvd., Suite 107
Boca Raton, FL 33431

Donald R. Tescher, Esq.
Tescher Chaves Rubin & Forman, PA
2101 Corporate Blvd., Suite 107
Boca Raton, Florida 33431
(561) 998-7847
Fla. Bar No. 121086

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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 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.


Registered Agent's Signature

**ARTICLE IV
MANAGEMENT**

The Company is to be a manager-managed Company.

**ARTICLE V
DURATION**

The Company shall commence upon filing of these Articles and shall continue in perpetuity unless sooner terminated by operation of law or agreement among the Company's members.

-000-

The undersigned, being the original member of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of INVERSIONES DE SUD AMERICA, LLC.

Executed by the undersigned on Sept. 10, 2003.

MANAGER:


BRIAN KANTOR

Sr. Vice President

CLERK OF COURT
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CLERK OF COURT

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