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From:  
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305) 672-0686  
Fax Number : (305) 672-9110

EFFECTIVE DATE  
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## LIMITED LIABILITY COMPANY

Bivium II Holdings LLC

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

January 13, 2004

CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: BIVUM II HOLDINGS LLC  
REF: W04000001691

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.

Pursuant to section 608.409(2), F.S., the effective date must be specific, cannot be more than five business days prior to the date of filing or more than 90 days after the date of filing. Our office received your document on January 13, 2004. Please amend your document accordingly.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Trevor Brumblay  
Document Specialist

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## ARTICLES OF ORGANIZATION

### Article I. Name

The name of this Florida limited liability company is:  
Bivium II Holdings LLC

### Article II. Address

The Company's street and mailing address is:

Bivium II Holdings LLC  
5835 Blue Lagoon Drive  
Suite 200  
Miami FL 33126

EFFECTIVE DATE  
1-14-04

### Article III. Registered Agent

The name and street address of the Company's registered agent is:

Anibal J. Duarte-Viera, Esq.  
5835 Blue Lagoon Drive  
Suite 200  
Miami FL 33126

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### Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Anibal J. Duarte-Viera | FL Bar Member 910392  
Law Offices of Anibal J. Duarte-Viera, P.A.  
5835 Blue Lagoon Drive  
Suite 200  
Miami FL 33126  
305-447-4676

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

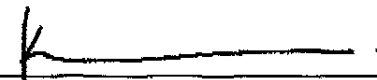
HECTOR JULIO FERNANDEZ  
5835 Blue Lagoon Drive Suite 200 Miami FL 33126  
ANIBAL J. DUARTE-VIERA  
5835 Blue Lagoon Drive Suite 200 Miami FL 33126  
ANTONIO P. PARDO  
5835 Blue Lagoon Drive Suite 200 Miami FL 33126

DATE

Article VI. Company Existence

The Company's existence shall begin effective as of January 14, 2004.

The undersigned authorized representative of a member executed these Articles of Organization on January 14, 2004.

  
ANIBAL J. DUARTE-VIERA  
by K. Sarria as attorney-in-fact

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5835 Blue Lagoon Drive  
Suite 200  
Miami FL 33126  
305-447-4676

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## STATEMENT OF REGISTERED AGENT

### LIMITED LIABILITY COMPANY:

Bivium II Holdings LLC

### REGISTERED AGENT/OFFICE:

Anibal J. Duarte-Viera, Esq.  
5835 Blue Lagoon Drive  
Suite 200  
Miami FL 33126

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
ANIBAL J. DUARTE-VIERA, ESQ.  
by K. Sarria as attorney-in-fact

Date: January 14, 2004

Anibal J. Duarte-Viera | FL Bar Member 910392  
Law Offices of Anibal J. Duarte-Viera, P.A.  
5835 Blue Lagoon Drive  
Suite 200  
Miami FL 33126  
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