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To:
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Fax Number : (850) 205-0383

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

EFFECTIVE DATE
1/23/04

LIMITED LIABILITY COMPANY

Carles Properties LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Carles Properties LLC

Article II. Address

The Company's street and mailing address is:
Carles Properties LLC
12391 SW 130th Street
Miami FL 33186 USA

EFFECTIVE DATE
1-22-04

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Reinaldo Carles, Jr.
12391 SW 130 Street
Miami FL 33186

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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.

David Elder | FL Bar Member 272442
Elder, Vaccarella, Lewis, Miles & Rembold P.A.
601 Brickell Key Drive, Suite 401
Miami FL 33131
305-373-6065

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Article V. Management

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

REINALDO M. CARLES, JR.
12391 SW 130th Street Miami FL 33186

Article VI. Company Existence

The Company's existence shall begin effective as of January 22, 2004.

The undersigned authorized representative of a member executed these Articles of Organization on January 23, 2004.



DAVID ELDER
by E.S. Davila as attorney-in-fact

David Elder | FL Bar Member 272442
Elder, Vaccarella, Lewis, Miles & Rembold P.A.
601 Brickell Key Drive, Suite 401
Miami FL 33131
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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:
Carles Properties LLC

REGISTERED AGENT/OFFICE:
Reinaldo Carles, Jr.
12391 SW 130 Street
Miami FL 33186

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.


REINALDO CARLES, JR.
by E.S. Davila as attorney-in-fact

Date: January 23, 2004

David Elder | FL Bar Member 272442
Elder, Vaccarella, Lewis, Miles & Rembold P.A.
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