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April 22, 2004

Division of Corporations

P.O. Box 6327 Tallahassee, Florida 32314

Re: Bellon Holdings, LLC

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

Please return all correspondence concerning this matter to the following:

TON OF COMPORT

Leopoldo Bellon Bellon Holdings, LLC 13200 SW 128 Street, Bldg. G4 Miami, FL 33186

For further information concerning this matter, please call Leopoldo Bellon at 305-278-7776.

Leopoldo Bellon

ARTICLE I - Name

The name of the Limited Liability Company is:

Bellon Holdings, LLC.



ARTICLE II - Address:

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

13200 SW 128 Street Bldg. G4 Miami, Fl 33186

ARTICLE III: Registered Agent, Registered Office, & Registered Agent's Signature:

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

Leopoldo Bellon 13200 SW 128 Street Bldg. G4 Miami, FL 33184

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, I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statues.

Leopoldo Bellon

ARTICLE IV – Manager(s) or Managing Member(s)

. The name and address of each Manager or Managing Member is as follows:

Leopoldo Bellon Manager 13200 SW 128 Street Bldg. G-4 Miami, Fl 33184

ARTICLE VI – Members Rights to Continue Business:

The right of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be as set forth in the regulations adopted by the members of the limited liability company.

Leopoldo Bellon

State of Florida County of Miami-Dade

Before me, the undersigned officer(s), duly authorized to administer oaths and take acknowledgements, personally appeared this day Leopoldo Bellon, who is personally known and who executed the going Articles of Organization and who upon first duly sworn on oath, depose and states that he executed the same for the purposes therein expressed, on this 29th day of April, 2004.

My Commission Expires:

Notary Public, State of Florida at Large

