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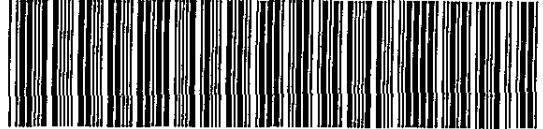
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TALLAHASSEE FL 32309

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Saluda Wholesale, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fec(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mario Yerak
(Name of Person)

Saluda Wholesale, LLC
(Firm/Company)

782 NW 42nd Av., Suite 210
(Address)

Miami, FL, 33126
(City/State and Zip Code)

For further information concerning this matter, please call:

Roy Gonzalez at (786) 512-9796
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION
OF
Saluda Wholesale, LLC**

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

ARTICLE I -- NAME

The name of the limited liability company shall be Saluda Wholesale, LLC (the "Company").

ARTICLE II -- ADDRESS

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

Saluda Wholesale, LLC
782 Northwest 42nd Avenue, Suite 210
Miami, Florida, 33126

ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

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

Roy Gonzalez, Esq.
Saluda Wholesale, LLC
782 Northwest 42nd Avenue, Suite 210
Miami, Florida, 33126

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TALLAHASSEE FLORIDA

ARTICLE V -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members.

ARTICLE VI -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the current members of the Company and on such terms and conditions as shall be determined by all the current members. 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 current members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member, or on 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 unanimous vote of all the remaining members.

ARTICLE VIII -- MANAGEMENT

The Company shall be managed by managers in accordance with regulations adopted by the members 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 initial managers of the Company are:

Mario Yerak
782 Northwest 42nd Avenue, Suite 210
Miami, Florida, 33126

Manager


Armando Castellano
782 Northwest 42nd Avenue, Suite 210
Miami, Florida, 33126

Manager

Luis Latouche
782 Northwest 42nd Avenue, Suite 210
Miami, Florida, 33126

Manager

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Miami, Florida, on July 22nd, 2004.



Roy Gonzalez, Esq.
Organizer – Saluda Wholesale, LLC
Authorized Representative of Member

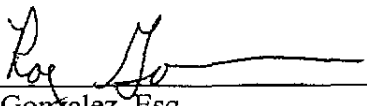
**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

Under the provisions of F.S. 608.415 Saluda Wholesale, LLC submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is Saluda Wholesale, LLC
2. The name and street address of the registered agent in Florida are:

Roy Gonzalez, Esq.
Saluda Wholesale, LLC
782 Northwest 42nd Avenue, Suite 210
Miami, Florida, 33126

The undersigned, being the person named in the articles of organization of Saluda Wholesale, LLC, as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated limited liability company at the place designated in the articles of organization, and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.



Roy Gonzalez, Esq.
Registered Agent – Saluda Wholesale, LLC
Date: July 22nd, 2004