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LIMITED LIABILITY COMPANY

MEXCO, LLC

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**ARTICLES OF ORGANIZATION
FOR
MEXCO, LLC**

ARTICLE I - Name

The name of the limited liability company is: MEXCO, LLC

ARTICLE II - Address

The mailing address and the street address of the principal office of the Limited Liability Company shall be: 1000 Quayside Terrace, Tower 1, Suite #411, Miami, FL 33138.

ARTICLE III - Duration

The period of duration of the Limited Liability Company shall be perpetual.

ARTICLE IV - Management

The Limited Liability Company is to be managed by a manager and the name and address of such managers who are to serve as managing members are:

Jacky Korn
1000 Quayside Terrace, Tower 1
Suite #411
Miami, FL 33138

Carina Burguete Fuego
1000 Quayside Terrace
Tower 1, Suite #411
Miami, FL 33138

The following individual(s) shall serve as member(s) only:

Nathan Preciado
21205 Yacht Club Drive
Suite #1705
Aventura, FL 33180

This instrument was prepared by:

Louis J. Terminello, Esq.
TERMINELLO & TERMINELLO, P.A.
2700 S.W. 37th Avenue
Miami, FL 33133
Tel: (305) 444-5002
FBN: 872547

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ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

No additional members shall be admitted without the consent of the aforescribed managing members.

ARTICLE VI - Members Rights to Continue Business

The right, if given, 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 perpetual.



Signature of a member or an authorized representative of a member.

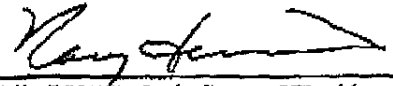
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

JACKY KORN, Managing Member

Typed or printed name of signee.

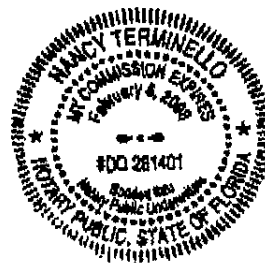
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 20th day of September, 2004, by JACKY KORN, who personally appeared before me at the time of notarization, and who is personally known to me or who has produced _____ as identification.



NOTARY PUBLIC, State of Florida at Large
My Commission Expires:

N:\Docs\K-KORN, JACKIE - ESPRITO SANTO PLAZA\miamid liability articles.wpd



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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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: MEXCO, LLC

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

Louis J. Terminello, Esq., TERMINELLO & TERMINELLO, P.A.
NAME

2700 S.W. 37th Avenue
FLORIDA STREET ADDRESS (P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33133
CITY, STATE AND ZIP

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.

K

SIGNATURE

Filing Fee: \$35 for Designation of Registered Agent

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