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TALLAHASSEE, FLORIDA

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Law Offices
Michael S. Hacker
Suite 700
4000 Ponce De Leon Boulevard
Coral Gables, Florida 33146
U.S.A.

Admitted to Practice:

U.S. Supreme Court
State of Florida
District of Columbia

U.S. District Courts:

Florida
Arizona
Arkansas
Illinois
Wisconsin
Pennsylvania
Indiana
Nebraska
Washington D.C.

U.S. Courts of Appeal:

San Francisco, California
Washington, D.C.
Chicago, Illinois
Atlanta, Georgia
New Orleans, Louisiana
New York, New York
Denver, Colorado
Cincinnati, Ohio
St. Louis, Missouri
Richmond, Virginia
Philadelphia, Pennsylvania
Boston, Massachusetts

U.S. Tax Court

U.S. Customs Court

U.S. Court of Claims

U.S. Military Appeals Court

U.S. Veterans Appeals Court

U.S. International Trade Court

21 October, 2004

Secretary of State
P.O. Box 6327
Tallahassee, Florida

Re: Articles of Organization
LATIN CAPITAL, LLC
LATIN CAPITAL ADVISORS, LLC
PONCE-ROMAY & COMPANY, LLC

Dear Sirs:

Enclosed herewith please find our three Articles of Organization with regard to the above mentioned companies. We enclose herewith our check to cover your costs and would appreciate you remitting to these offices copies of our Charters issued by the Department of State when complete.

Thank you very much for your cooperation.

Very truly yours,



LAW OFFICES MICHAEL S. HACKER

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International*

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(305) 371-4286

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
LATIN CAPITAL, LLC**

These Articles of Organization of Latin Capital, LLC a Florida limited liability company (the "Company"), are being executed and filed by Joaquin Enrique Origgi, the organizer, in order to form a Limited Liability Company under Florida law.

FIRST: The name of the Limited Liability Company is Latin Capital, LLC, (the "Company").

SECOND: The Company will be a manager managed company. The name of the initial manager who shall serve until the first annual meeting of the Member(s) or until its successor is elected and qualified is Joaquin Enrique Origgi.

THIRD: The duration of the Company shall be perpetual and shall begin on the date of filing of these Articles of Organization with the Florida Department of State.

FOURTH: The street address of the principal office of the Company shall be VIPSAL3763, 7801 N.W. 37 Street, Miami, Florida 33166-6559. The mailing address of the principal office of the Company shall be VIPSAL3763, P.O Box 025364, Miami, Florida 33102-5364.

FIFTH: The name and street address of the Company's registered agent and registered office for service of process is as follows:

Michael S. Hacker
Suite 700
4000 Ponce De Leon Blvd.
Coral Gables, Florida

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 21st day of October, 2004.



Joaquin Enrique Origgi

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE. NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in
compliance with said Act:

First -- That -LATIN CAPITAL, LLC

desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the Articles of
Incorporation at Miami-Dade County, Florida, has named
MICHAEL S. HACKER, Esq., Law Offices, Michael S. Hacker,
Suite 700, 4000 Ponce de Leon Blvd., Coral Gables, Florida
33146, as its agent to accept service.

A C K N O W L E D G M E N T:

Having been named to accept service of process for the
above-stated corporation, at the place designated in this
certificate, I hereby accept, to act in this capacity, and
agree to comply with the provision of said Act relative to
keeping open said office.


MICHAEL S. HACKER

Registered Agent

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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