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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN NOV - 4 2004

Pennington
Moore
Wilkinson
Bell &
Dunbar P.A.
ATTORNEYS AT LAW
www.penningtonlaw.com

Nelson Diaz
Attorney at Law

(850) 222-3533
nelson@penningtonlaw.com

November 1, 2004

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

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

To Whom It May Concern:


Please find enclosed the necessary forms to incorporate PM STRATEGIES, LLC. Included is a check in the amount of \$130.00 for the filing fee and a certificate of status, as well as a transmittal letter and articles of organization. The Registered Agent's acceptance of the position of registered agent is found on page 4 of 4 of the Articles of Organization of PM Strategies, LLC.

Please forward all correspondence with regard to this matter to:

Pennington, Moore, Wilkinson, Bell and Dunbar, P.A.
Attention: Nelson Diaz
Post Office Box 10095
215 South Monroe Street, Second Floor (32301)
Tallahassee, Florida 32302

Thank you for your assistance with this matter. If there are any questions or concerns, please feel free to contact me at (850) 222-3533.

Sincerely



Nelson Diaz

Ind
Enclosure

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: PM Strategies, LLC
(Name of Limited Liability Company)

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

Please return all correspondence concerning this matter to the following:

NELSON D. DIAZ

(Name of Person)

PENNINGTON, MOORE, WILKINSON, BELL AND DUNBAR, P.A.

(Firm/Company)

215 South Monroe Street, Second Floor

(Address)

Tallahassee, Florida 32301

(City/State and Zip Code)

For further information concerning this matter, please call:

Nelson D. Diaz

(Name of Person)

at (850) 222-3533

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$125.00 Filing Fee | <input checked="" type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|--|---|---|

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

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ARTICLES OF ORGANIZATION OF PM STRATEGIES, LLC

The undersigned certifies that he has incorporated for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The undersigned further declares that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be PM STRATEGIES, LLC, and its principal office shall be located at 40 N.E. 1st Avenue, Suite 300 in the City of MIAMI, County of MIAMI-DADE, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the member(s) may designate.

ARTICLE II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity,

and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III. EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the member(s) of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a majority vote of the members of the limited liability company.

ARTICLE IV. MANAGEMENT

Management of this limited liability company is reserved to its current sole member, whose name and address is as follows:

PEREDA AND ASSOCIATES CORP.
C/o ARIEL I. PEREDA, CHIEF EXECUTIVE OFFICER
40 NE 1ST AVENUE, SUITE 300
MIAMI, FLORIDA 33132

This Article may be amended from time to time in the regulations of the limited liability company by a majority vote of the members of the limited liability company.

ARTICLE V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by majority consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company by a majority vote of the then current members.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on majority consent of the remaining members.

ARTICLE VI. CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$100.00 cash shall be paid to the limited liability company by all members in equal shares. Additional contributions will be made as required for investment purposes, as determined by majority consent of the members. Members will make contributions in equal shares.

ARTICLE VII. PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

PEREDA AND ASSOCIATES CORP. – 100%

The distributive share of the profits shall be determined and paid to the member(s) each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being December 1.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members according to the following shares:

PEREDA AND ASSOCIATES CORP. – 100%

ARTICLE VIII. DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is PENNINGTON, MOORE, WILKINSON, BELL AND DUNBAR, P.A., 215 SOUTH MONROE STREET, SECOND FLOOR, City of TALLAHASSEE, County of LEON, State of Florida, and the name of the company's initial registered agent at that address is NELSON DAVID DIAZ.

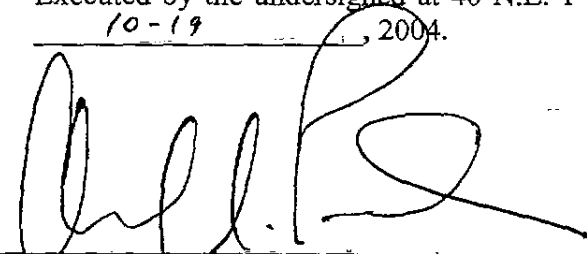
The registered agent hereby accepts the appointment as registered agent, understands the duties thereof, and agrees to act in this capacity. The registered agent further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and is familiar with and accepts the obligation of the position of registered agent.


NELSON D. DIAZ

10-19-04

The undersigned, being the original member of the limited liability company, certifies that this instrument constitutes the proposed Articles of Organization of PM STRATEGIES, LLC.

Executed by the undersigned at 40 N.E. 1ST STREET, SUITE 300, MIAMI, FLORIDA on
10-19, 2004.


ARIEL I. PEREDA, on behalf of, and as
Chief Executive Officer of, PEREDA AND
ASSOCIATES CORP.

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