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(Business Entity Name)

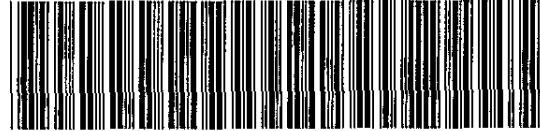
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# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Potosi Foods Group, LLC

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Requested by:

Name

Date

Time

Walk-In

Will Pick Up

- \_\_\_ Art of Inc. File
- \_\_\_ LTD Partnership File
- \_\_\_ Foreign Corp. File
- \_\_\_ L.C. File
- \_\_\_ Fictitious Name File
- \_\_\_ Trade/Service Mark
- \_\_\_ Merger File
- \_\_\_ Art. of Amend. File
- \_\_\_ RA Resignation
- \_\_\_ Dissolution / Withdrawal
- \_\_\_ Annual Report / Reinstatement
- \_\_\_ Cert. Copy
- \_\_\_ Photo Copy
- \_\_\_ Certificate of Good Standing
- \_\_\_ Certificate of Status
- \_\_\_ Certificate of Fictitious Name
- \_\_\_ Corp Record Search
- \_\_\_ Officer Search
- \_\_\_ Fictitious Search
- \_\_\_ Fictitious Owner Search
- \_\_\_ Vehicle Search
- \_\_\_ Driving Record
- \_\_\_ UCC 1 or 3 File
- \_\_\_ UCC 11 Search
- \_\_\_ UCC 11 Retrieval

ARTICLES OF ORGANIZATION  
OF  
POTOSI FOODS GROUP, L.L.C.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the law of the State of Florida does set forth the following:

1. NAME.

The name of the Limited Liability Company is:

**POTOSI FOODS GROUP, L.L.C.**

2. PERIOD OF DURATION.

The period of duration of the Limited Liability Company shall be from the date of filing until the first to occur of the following:

- (i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or
- (ii) Dissolution of the Limited Liability Company pursuant to provisions of the Florida Limited Liability Company Act.

3. PURPOSE.

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

4. ADDRESS OF PLACE OF BUSINESS AND MAILING ADDRESS.

The address of the place of business and mailing address in Florida for the Limited Liability Company is:

14209 S.W. 166th Street  
Miami, Florida 33177

5. REGISTERED AGENT.

The name and address of the initial registered agent for the Limited Liability Company is:

JOSE A. ORANTES  
14209 S.W. 166<sup>TH</sup> Street  
Miami, Florida 33177

6. CAPITAL CONTRIBUTIONS.

The total amount of cash and a description of the agreed value of property other than cash contributed to the Limited Liability Company is as follows: One Thousand and No/100 (\$1,000.00) Dollars in cash and no other property is being contributed to the Limited Liability Company.

7. ADDITIONAL CONTRIBUTIONS.

The total additional contributions, if any, agreed to be made by all managers and the times at which, or the events of happening of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made in cash or by the contribution of property at such value as shall be approved by the Managers. The Company will maintain a capital account for each manager in accordance with generally accepted accounting principles and the respective interests of the managers in the Company. Each manager's percentage ownership interest in the capital and profits of the Company shall be calculated as set forth in the Regulations of the Company.

Upon the approval of the Managers, the Company may from time to time receive contributions of additional capital to the Company. (a) Each manager shall have the first right, but shall not be obligated, to contribute such additional capital in accordance with the ratio ownership interests held by such manager at the time of the vote to the total capital of the Company then outstanding. This preemptive right shall be deemed waived unless the manager pays the additional capital to the Company within thirty (30) days after said vote. To the extent that such prorated contribution is not made by a manager, his interest in the Company will be diluted. (b) Any additional contribution not made by a manager pursuant to this right under clause (a) hereunder shall be offered to the remaining managers who have made their additional contributions pursuant to clause (a) in accordance with the ratio of Ownership interest held by such managers at the time of the vote to the total capital of the Company then outstanding. Such remaining managers may make such additional capital contributions within thirty (30) days after receiving written notice given by the Manager that such prorated contributions were not made by all managers. (c) If the entire required contribution is not contributed in accordance with clause (b.) any manager may contribute the remainder within ten days thereafter. (d) If the full amount of the additional capital contributions has not been obtained from the managers as set forth in clauses (a) (b) and (c), the Managers may obtain any remaining balance by the admittance of additional managers upon payment of consideration as set forth in Section 9 (c).

8. CONTINUITY OF BUSINESS.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a manager or the occurrence of any other event which terminates the continued managership of a manager in the Limited Liability Company, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless there is obtained the consent of all the remaining managers of the Limited Liability Company.

9. MANAGEMENT.

The Limited Liability Company is to be managed by a manager, or managers. Names and addresses of such managers who are to serve as managers until the first annual meeting of managers or until their successors are elected and qualified are as follows:

- (1) LUZ PERLA OSPITIA DE ANGEL.  
Kilometro 3 Via Chimita Bodega C25  
Parque Industrial de Bucaramanga  
Bucaramanga, Colombia
- (2) CARMEN M. ORANTES  
14209 S.W. 166<sup>TH</sup> Street  
Miami, Florida 33177
- (3) JOSE A. ORANTES  
14209 S.W. 166<sup>TH</sup> Street  
Miami, Florida 33177
- (4) JAIME ANGEL  
Kilometro 3 Via Chimita Bodega C25  
Parque Industrial de Bucaramanga  
Bucaramanga, Colombia
- (5) GERMAN ANGEL  
Kilometro 3 Via Chimita Bodega C25  
Parque Industrial de Bucaramanga  
Bucaramanga, Colombia
- (6) CAROLINA ANGEL  
Kilometro 3 Via Chimita Bodega C25  
Parque Industrial de Bucaramanga  
Bucaramanga, Colombia

10. MANAGEMENT POWERS.

- (i) Other than as set forth in Section 608.404 of the Florida Statutes, and any revision thereof, all powers associated with the Company's activities, including the power to sell all or substantially all of the Company's assets, shall be reserved to the majority or 75% of the Managers, each of whom shall be a manager and shall serve in such capacity for a period of one year beginning with the formation of the Company.

Thereafter, the Managers shall continue on a year to year basis as managers of the Company's affairs unless replaced with other managers by a vote of eighty percent in ownership interest in the Company at the annual meeting of the Company as set

forth in the Company's Regulations. The Managers may also be replaced with other managers at any time by a vote of ninety percent in ownership interest in the Company.

(ii) The power to dissolve the Company shall be reserved to seventy-five percent in ownership interest of the managers. Unless provision is made for a higher requirement in connection with any particular matter, all decisions required to be voted upon by the managers shall be decided by the vote of seventy-five percent in ownership interest, which shall be determined in accordance with the respective capital accounts of the managers, exclusive of any depreciation or tax credits which may accrue against such capital accounts for tax purposes.

(iii) The Managers may admit additional managers upon such terms and conditions as shall be determined by the Managers in their reasonable judgment. All such subsequently admitted managers shall have the same rights and privileges as all other managers, including prorated voting rights. The admission of additional managers shall be reflected in an amendment to these Articles of Organization, executed by the Managers and shall be filed with the Secretary of State of Florida.

11. ADDITIONAL PROVISIONS.


The following additional provisions for the regulation of the business of the Company and for the conduct of its affairs are hereby adopted as a part of this Articles of Organization:

(i) No contract or other transaction between the Company and any other corporation in the absence of fraud shall be affected or invalidated by the fact that one or more of the Managers and/or managers is a director or officer of such other corporation; nor by reason of the fact that one or more of the Managers and/or managers may have an interest in any contract or transaction with the Company and each and every such person is hereby relieved from liability which might otherwise exist from thus contracting with the Company for the benefit of himself or any firm, association, or corporation in which he may be otherwise interested.

(ii) The managers of the Company, by a vote of ninety percent in ownership interest, shall have the power to amend, alter, change or repeal any provision of these Articles of Organization in form or substance at any properly announced meeting of the managers.

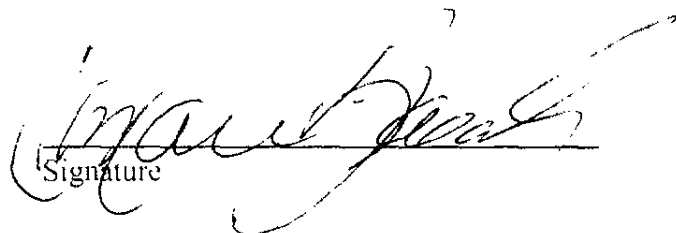
(iii) The managers of the Company, by a vote of ninety percent in ownership interest, shall have the power to amend, alter, change or repeal any provision of the Regulations of the Company in form or substance at any properly announced meeting of the managers.

Executed at Miami, Florida on this 19th day of October, 2004.

  
\_\_\_\_\_  
JOSE A. ORANTES, as Manager

STATE OF FLORIDA                     )  
  (S.S.  
COUNT OF MIAMI-DADE            )

The foregoing instrument was acknowledged before me this 19th day of October, 2004, by **JOSE A. ORANTES**, who is personally known to me or who has produced Valid Florida Driver's License as identification and who did take an oath.

  
\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print Notary's Name Notary Public, State of  
Florida

My Commission Expires:



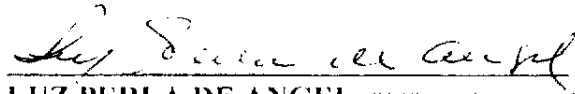
ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of **POTOSI FOODS GROUP, L.L.C.**, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415, and is herewith simultaneously designated as registered agent by **POTOSI FOODS GROUP, L.L.C.**



JOSE A. ORANTES

FOR THE LIMITED LIABILITY  
COMPANY:



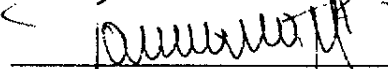
LUZ PERLA DE ANGEL, manager



CARMEN M. ORANTES, manager



JOSE A. ORANTES, manager



JAIME ANGEL, manager



GERMAN ANGEL, manager



CAROLINA ANGEL, manager