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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

AMERICA INV., LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
AMERICA INV., LLC

The undersigned, under the provisions of Chapter 608 of the Florida Statutes (the "Act"), for the purpose of forming limited liability company under the laws of the State of Florida, do set forth the following:

1. Name.

The name of the limited liability company is AMERICA INV., LLC (hereinafter referred to as the "Company").

2. Period of Duration.

Unless earlier terminated under the Act or the Operating Agreement, if any, the period of duration of the Company shall be perpetual.

3. Purpose.

The purpose for which the Company is organized is to engage in any and all business activities permitted by the Act and any other applicable laws of the State of Florida. The Company shall have all the powers vested in a limited liability company organized and existing by virtue of such laws.

4. Address of Place of Business.

The mailing and street address for the Company is 1865 Brickell Avenue, #A-500, Miami, Florida 33129. This address may be changed from time to time as provided in the Operating Agreement, if any.

5. Registered Agent.

The initial registered agent in Florida for the Company is Richard Orellana, and the initial registered office is located at 1865 Brickell Avenue, #A-500, Miami, Florida 33129.

6. Capital Contributions.

Contributions to the capital of the Company shall be made by the members, in the manner prescribed by the written Operating Agreement, if any, made and entered into by the members and which may be amended from time to time in accordance with its terms.

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7. Members.

The Company shall have at least one member and may admit additional members on the prior unanimous written agreement of the then-existing members, or as otherwise provided in the Operating Agreement, if any.

8. Continuity of Business.

On the death, retirement, resignation, expulsion, 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, or upon any other event that, under the Act, would result in dissolution of the Company, the business of the Company may be continued and the Company will not be dissolved without the prior written consent of all the remaining members of the Company.

9. Management.

This Company will be managed by one or more managers and is, therefore, a manager-managed company.

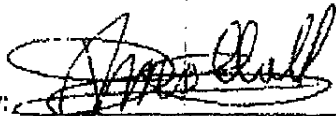
Name:	Position:
Richard Orellana	Manager

10. Indemnification.

Except as expressly provided in the Operating Agreement, if any, the Company shall indemnify any member, manager, or former member or manager, to the full extent permitted under the Act.

Executed at Miami, Florida, on November 19th, 2004.

AMERICA INV., LLC
a Florida limited liability company

By: 
Richard Orellana, Member/Manager

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STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me on this 19th day of November 2004, by Richard Orellana, as Member/Manager of America Inv., LLC, who is personally known to me. My commission expires:



Esther Mitrani
Notary Public -- State of Florida
Esther Mitrani

ACKNOWLEDGMENT OF REGISTERED AGENT

The name and the Florida street address of the registered agent is:

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 as provided for in Chapter 608, F.S.

Richard Orellana
Richard Orellana
Registered Agent

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