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LAW OFFICES
OF
C. ANTHONY RUMORE

C. Anthony Rumore, Esq.
Attorney At Law

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January 18, 2005

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

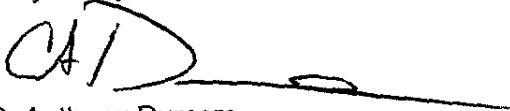
RE: Articles of Organization
Venereo Investments Group, LLC

Dear Sir or Madam: Enclosed you will find the executed original Articles of Organization for **Venereo Investments Group, LLC** along with a check in the amount of **\$133.75** for filing, registered agent fee, and fee for a certified copy. Please return the filed and stamped document to the office of the registered agent at:

C. Anthony Rumore, Esq.
450 Las Olas Boulevard, Ste: 1100
Fort Lauderdale, FL 33301

Please contact me if you have any questions.

Very truly yours,



C. Anthony Rumore

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**ARTICLES OF ORGANIZATION
OF
VENEREO INVESTMENTS GROUP, LLC**

Pursuant to s. 608.407, Florida Statutes, the undersigned does hereby submit these Articles of Organization for the purpose of forming a limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company is: VENEREO INVESTMENTS GROUP, LLC (the 'Company').

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is:

7485 West 2nd Court
HIALEAH, FL 33014

**ARTICLE III
DURATION**

If not dissolved prior, by either instruction contained within the operating agreement or by elective or administrative dissolution, this limited liability company is to dissolve no later than December 31, 2028.

**ARTICLE IV
REGISTERED AGENT**

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

C. Anthony Rumore, Esq.
450 Las Olas Boulevard
Suite: 1100
Fort Lauderdale, FL 33301

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

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am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

C.A.D.
Registered Agent's Signature

ARTICLE V PURPOSE

The purpose of the limited liability company is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI INITIAL MANAGEMENT

VENEREO INVESTMENTS GROUP, LLC, is to be a **Member-Managed** Limited Liability Company. All members by virtue of their status as members may be managers of this limited liability company. The Members reserve the right to appoint or elect a manager or managers in accordance with powers enumerated in the operating agreement.

ARTICLE VII INITIAL MEMBERS

The names and addresses of the initial Members / Managers of the Company are:

SYMBIOS, INC.
Miguel Venereo, President
450 Las Olas Boulevard, Ste: 1100
Fort Lauderdale, FL 33301

DANIEL VENEREO
17641 NW 88th Ave
Hialeah, FL 33018

ANDRES VENEREO
267 East 11th Street
Hialeah, FL 33010

ARTICLE VIII ADMISSION OF NEW MEMBERS

Except as otherwise provided in the operating agreement, no person may be admitted as a member unless a **majority-in-interest** of the members consent in writing to the admission of the additional member.

ARTICLE IX MEMBERSHIP CLASSES

Pursuant to s. 608.4231, Florida Statutes, and further provided for in the written operating agreement, the Company will be comprised of initially, two classes of members, voting and non-voting. The Members-Managers executing these articles shall be voting members, and the Company reserves the right to create additional classes of members with

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designated rights, powers, and duties including additional member classes having no voting rights.

ARTICLE X INDEMNIFICATION

Subject to the provisions of s. 608.4229, Florida Statutes or provisions of the written operating agreement, the Company shall indemnify and hold harmless any member, manager or other person from and against any and all claims and demands whatsoever arising in connection with the Company.

IN WITNESS WHEREOF, the undersigned executes these Articles of Organization this

20th day of JANUARY 2005.


MANAGING MEMBER

SYMBIOS, INC.
Miguel Venereo, President
450 Las Olas Boulevard, Ste: 1100
Fort Lauderdale, FL 33301


MANAGING MEMBER

DANIEL VENEREO
17641 NW 88th Ave
Hialeah, FL 33018


MANAGING MEMBER

ANDRES VENEREO
267 East 11th Street
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