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LIMITED LIABILITY COMPANY

fisher one, llc

Certificate of Status	0
Certified Copy	1
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ARTICLES OF ORGANIZATION OF FISHER ONE, LLC

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company act, hereby establishes the following:

ARTICLE I - NAME

The name of the company is Fisher One, LLC (the "Company").

ARTICLE II - DURATION

The duration of the Company is perpetual unless sooner dissolved as provided by statute.

ARTICLE III - PURPOSE

The Company is organized to engage in any business in which a limited liability company may engage under Florida laws.

ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and the mailing address of the Company shall be Baja California 200th Street, Mexico City, Mexico 06760.

ARTICLE V - INITIAL REGISTERED AGENT

The mailing and street address of the initial registered office of the Company is Burlington, Weil, Schwiep, Kaplan & Blonsky, P.A., 2699 South Bayshore Drive, Penthouse, Miami, Florida 33133, and the name of the initial registered agent of this Company is Kevin C. Kaplan, Esquire.

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ARTICLE VI - INITIAL MEMBERSHIP

The name and address of the initial member of the Company is as follows:

German Larrea
Baja California 200th Street, Mexico City, Mexico 06760

ARTICLE VII - ADMISSIONS OF ADDITIONAL MEMBERS

Additional members shall be admitted only pursuant to the terms of the operating agreement entered into by the Members of the Company, or upon such other terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.

ARTICLE VIII - CAPITALIZATION

The Members will outline their capital contributions under a separate agreement.

ARTICLE IX - ADDITIONAL LIABILITY OF MEMBERS

Additional capital contributions of the Members may be required, but only upon the vote of a majority of Members pursuant to the terms of the operating agreement entered into between the Members of the Company, or supplemental agreement regarding the same.

ARTICLE X - CONTINUITY

The remaining Members of the Company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this Company. The return of capital and the distribution of profits shall be determined from the Company's books, as of the effective date of withdrawal, based on

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the provisions of the regulations, and paid as soon practicable without diminishing the prospects of the Company's venture and subject to the limitations of Florida law.

ARTICLE XI - MANAGEMENT

The business of the Company shall be reserved to and conducted under the exclusive management of its Managing Member according to the provisions of the operating agreement entered into between the Managing Member and Members of the Company. The name and address of the initial Managing Member of the Company is:

German Larrea
Baja California 200th Street, Mexico City, Mexico 06760

IN WITNESS WHEREOF, the undersigned, as the authorized representative of the organizing Member, has made and subscribed these Articles of Organization at Mexico City, Mexico for uses and purposes aforesaid this 9th day of February, 2005.


GERMAN LARREA, Manager

(In accordance with 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**


PURSUANT TO THE PROVISIONS OF SECTION 808.415 OR 808.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: Fisher One, LLC
2. The name and address of the registered agent and office is:

Kevin C. Kaplan, Esquire
Burlington, Weil, Schwiep, Kaplan & Blonsky, P.A.
2699 South Bayshore Drive, Penthouse
Miami, Florida 33133

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.

Dated this 9th day of February, 2005.


Kevin C. Kaplan, Esquire
Registered Agent

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