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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. FANTOCEAN, L.L.C.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF ORGANIZATION
OF
FANTOCEAN, L.L.C.**

FILED
05 FEB 15 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, as a member or an authorized representative of a member of the Company pursuant to Chapter 608, Florida Statutes, files the following Articles of Organization establishing a Florida Limited Liability Company named FANTOCEAN, L.L.C.

ARTICLE I.

NAME

The name of the Limited Liability Company shall be
FANTOCEAN, L.L.C.

ARTICLE II.

ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company shall be 16375 NE 18th. AVE. NORTH MIAMI BEACH, FL. 33162.

ARTICLE III.

DURATION

The period of duration for the Limited Company shall be perpetual.

ARTICLE IV.
PURPOSE OF ORGANIZATION

The Limited Liability Company is organized for the purpose of engaging in any and all other acts or purposes permitted under Section 608.404 of the Florida Statutes 1993, as amended from time to time, and for any and all other applicable or governing laws of the State Of Florida, except as any of the foregoing acts and/or purposes may be otherwise barred or restricted by laws.

ARTICLE V.
MANAGEMENT

This Limited Liability Company shall be managed by one Managing Member and the name and address of the Managing Member are:

MIGUEL ANGEL DEPALMA - 3400 NE 192nd. ST. # 2109, AVENTURA FL 33180
ENRIQUE MARIO SOLTANIK-3400 NE 192nd. ST. # 1708, AVENTURA FL 33180
LUIS ALBERTO PILATTI - 19501 E COUNTRY DR. # 402, AVENTURA FL 33180

ARTICLE VI.
ADMISSION OF NEW MEMBERS

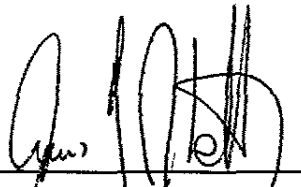
Unless otherwise herein specified, no new Members shall be admitted to the Limited Liability Company during the period of its existence. New Members may be admitted pursuant to a vote of not less than 100% of the total existing ownership interest each Member has in the Limited Liability Company. No

individual Member and/or managing Member of the Limited Liability Company shall ever have the power to terminate or grant membership to any person.

ARTICLE VII.

CONTINUATION AFTER INVOLUNTARY TERMINATION

In the event of termination of the Limited Company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or any other event which involuntarily terminates the Limited Liability Company, then in that event, the remaining and/or surviving Members shall be fully entitled to continue the business of the Limited Liability Company provided that 100% of the ownership interest then remaining shall have to do so in writing.

A handwritten signature in black ink, appearing to read 'Luis Alberto Pilatti', is written over a horizontal line.

LUIS ALBERTO PILATTI
MANAGING MEMBER

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 608.415, Florida Statutes, the undersigned Limited Liability Company 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:

FANTOCEAN, L.L.C.

16375 NE 18th. AVE.

NORTH MIAMI BEACH, FL. 33162

2. The name and address of the registered agent and office is:

LUIS ALBERTO PILATTI

Name

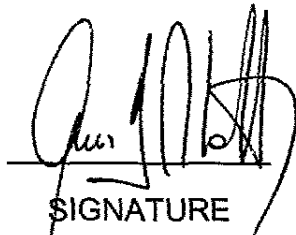
16375 NE 18th. AVE.

(P.O. Box or Mail Drop NOT acceptable)

NORTH MIAMI BEACH, FL. 33162

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation 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.



SIGNATURE

LUIS ALBERTO PILATTI

DATE 02/ 09 /2004