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LIMITED LIABILITY COMPANY

tri-gro investment, l.l.c.

Certificate of Status	0
Certified Copy	1
Page Count	04
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ARTICLES OF ORGANIZATION
FOR
TRI-GRO INVESTMENT, L.L.C.
a Florida limited liability company

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida do set forth the following:

ARTICLE I. NAME OF LIMITED LIABILITY COMPANY

The name is: TRI-GRO INVESTMENT, L.L.C., a Florida limited liability company

ARTICLE II. ADDRESS

Principal Office Address is:

ARTICLE III. REGISTERED AGENT / OFFICE & CERTIFICATE OF DESIGNATION

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned limited liability company, organized under the laws of the State of Florida, submits the following statement designating the registered office/registered agent, in the State of Florida.

First - That TRI-GRO INVESTMENT, L.L.C. desiring to organize under the laws of the State of Florida with its principal office, as indicated in these Articles of Organization has named GREG W. WOODS located at 8093 S.W. 18th, Miami, FL 33157, City of Miami, County of Miami Dade, State of Florida, as its agent to accept service of process within this state.

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.

SIGNATURE GREG W. WOODS, as Registered Agent

ARTICLE IV. PURPOSE

The purpose for which the Limited Liability Company is organized is to engage in any and all business 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.

Prepared By:
Ana Maria Camacho, Esq.
Florida Bar No.: 0033677
9192 Coral Way - Suite 201
Miami, FL 33165
(305) 227-0727

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ARTICLE V. DURATION.

The existence of the Limited Liability Company shall be perpetual, unless terminated by the unanimous written agreement of all members, or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any event which terminates the continued membership of a member, unless the existence and business of the company is continued by the consent and agreement of the remaining members owning a majority of the membership interest, or by amendment of these Articles of Organization thereby providing for the continued existence of the Limited Liability Company subsequent to the foregoing events.

ARTICLE VI. CAPITAL CONTRIBUTIONS.

The total amount of cash contributed to the Limited Liability Company is One Hundred (\$100.00) Dollars in cash and no other property is being contributed to the Limited Liability Company.

ARTICLE VII. ADDITIONAL CONTRIBUTIONS.

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events or happenings 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 upon agreement of the members owning a majority of the membership interests of the Limited Liability Company.

ARTICLE VIII. ADDITIONAL MEMBERS.

Members may admit additional members upon agreement of the members owning a majority of the membership interests in the Limited liability Company.

ARTICLE IX. CONTINUITY OF BUSINESS.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member 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 the consent to continue of all the remaining members of the Limited Liability Company is obtained or these Articles of Organization are amended thereby providing for the continued existence of the Limited Liability Company subsequent to the foregoing events.

ARTICLE X. REGULATIONS.

The member(s) shall have the power to adopt, alter, amend or repeal regulations of the Limited Liability Company containing provisions for the regulation and management of the affairs of the business of the Limited Liability Company.

ARTICLE XI. MANAGEMENT.

The management of the Limited Liability Company is reserved to members, or officers of the members, who shall be referred to as managing members. The name and address of the managing members who shall serve as managing members until the first annual meeting of member(s) or until her/his successor is elected and qualified is as follows:

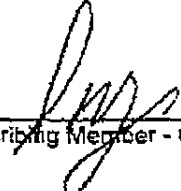
- (i) GREG W. WOODS - Managing Member
- (ii) RALPH TORRES - Managing Member
- (iii) JOSE GONZALEZ - Managing Member - 175 Tampa Drive, Tavernier, FL.

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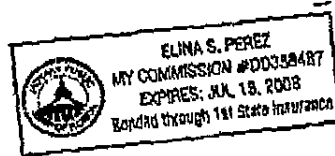
These Articles of Organization have been executed on the date set forth under the name of the subscribing member.


Subscribing Member - GREG W. WOODS

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared GREG W. WOODS known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form of identification of the above-named person: D.L.# 10320-299-72-211-0 and that an oath (was) (was not) taken.

Witness my hand and seal in the County and State last aforesaid this 22 day of ^{February} ~~JANUARY~~, 2005.




Notary Signature

Elina S. Perez
Printed Notary Signature

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