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LIMITED LIABILITY COMPANY

victoria stone of america, llc

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ARTICLES OF ORGANIZATION
OF
VITORIA STONE OF AMERICA, LLC

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is VITORIA STONE OF AMERICA, LLC (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

520 Brickell Key Drive
Suite 0-305
Miami, Florida 33131

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 520 Brickell Key Drive, Suite 0-305, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Transglobal Corporate Administration, LLC. as the Company's initial registered agent at that address to accept service of process within this state.

This Instrument Prepared By:
FREEMAN, HABER, ROJAS & STANHAM, LLP
Sidney Menezes
Florida Bar 192678
520 Brickell Key Drive, Suite 0-305
Miami, Florida 33131
Telephone: (305) 374-3800

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ARTICLE IV

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Managers, who shall serve in such capacity until their successor(s) are duly elected and qualified, shall be:

Manager: Ricardo Verzola

Manager: Natalia Verzola Alves

ARTICLE V

OFFICERS

The company shall have the following officers :

President/Secretary/Treasurer : Ricardo Verzola

ARTICLE VI

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

ARTICLE VII

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VIII

ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

ARTICLE IX

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

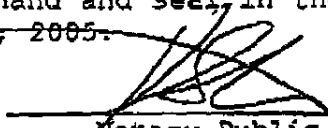
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 26th day of April, 2005.


Sidney Menezes
Duly Authorized Representative of a
Member

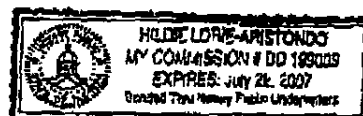
STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared S. Menezes, who is personally known to me or who has produced _____ for identification and who is known to be and known by me to be the person who executed the foregoing Articles of Organization, and he acknowledged before me according to law, that he made and subscribed the same for the purposes mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and seal, in the State and County above, this 26 day of April, 2005.


Notary Public

My Commission Expires:

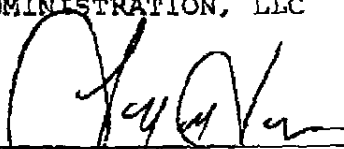


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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for VITORIA STONE OF AMERICA, LLC, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 26th day of April, 2005.

TRANSGLOBAL CORPORATE
ADMINISTRATION, LLC



By: Samuel P. Haven, President

APR 28 2005
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