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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

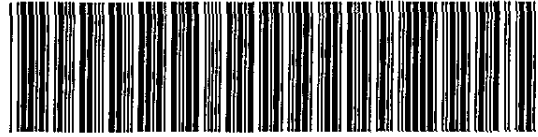
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Law Offices of
ANTHONY DIEGUEZ, P.A.

Telephone (305) 556-4106
Facsimile (305) 362-3902

Royal Oaks Professional Center
7950 N.W. 155th Street, Suite 207
Miami Lakes, Florida 33016

April 26, 2005

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

RE: LEUPOLD & LOPEZ INVESTMENTS, LLC.

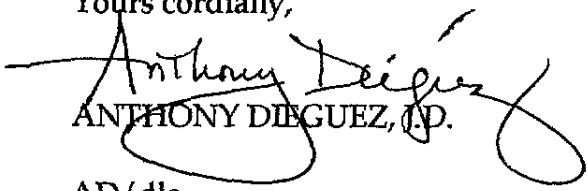
To Whom It May Concern:

Enclosed please find the Articles of Organization of LEUPOLD & LOPEZ INVESTMENTS, LLC, a limited liability company, to be filed with your office.

Enclosed please also find a check in the amount of \$155.00 representing the filing fee, registered agent designation, and a certified copy.

Once filed, please send the certified copy of the Articles of Organization to our office.

Yours cordially,


ANTHONY DIEGUEZ, P.A.

AD/dla
Enclosures

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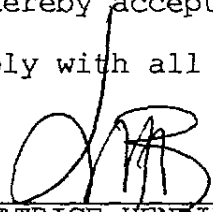
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ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Re: LEUPOLD & LOPEZ INVESTMENTS, LLC

Having been made initial Registered Agent to accept service of process of the limited liability company at the initial registered office designated in these Articles of Organization, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.



BEATRICE HENRIETTE LEUPOLD

OFFICE OF THE CLERK
STATE OF FLORIDA

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ARTICLES OF ORGANIZATION
OF

LEUPOLD & LOPEZ INVESTMENTS, LLC.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be LEUPOLD & LOPEZ INVESTMENTS, LLC. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the company is: 3535 NW 11 Street, Miami, FL 33125.

ARTICLE III - DURATION

The company shall commence its existence of the date these articles of organization are filed by the Florida Department of State or on another effective date if specified. The Company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the company in the state of Florida are: Beatrice Hentiette Leupold, 3535 NW 11 Street, Miami, FL 33125.

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Article IX.

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DEPARTMENT OF
STATE

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ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members or as provided in the regulations.

ARTICLE VII - ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on the terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all/100% of the members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII - MEMBERS' RIGHT TO CONTINUE BUSINESS

The company shall not be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event, unless the business of the company is discontinued by majority/unanimous vote of the remaining members.

ARTICLE IX - MANAGEMENT

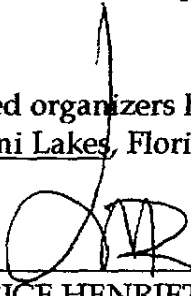
The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial managers of the company are BEATRICE HENRIETTE LEUPOLD and MANUEL GUILLERMO LOPEZ PAREDES.

The company shall be managed by the members in accordance with regulations or Operating Agreement adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The names and addresses of the members of the company are

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OF
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NAME	CAPITAL CONTRIBUTION	ADDRESS
Manuel Guillermo Lopez Paredes	\$1,000.00	3535 NW 11 Street Miami, FL 33125
Beatrice Henriette Leupold	\$1,000.00	3535 NW 11 Street Miami, FL 33125

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Miami Lakes, Florida, on this 26 day of April, 2005.

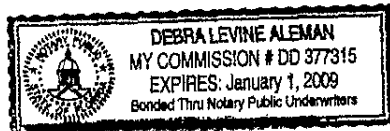


 BEATRICE HENRIETTE LEUPOLD

Sworn to and subscribed before me on _____ by Beatrice Henriette Leupold are personally known to me. Type of identification produced N/A.



 Notary Public, State of Florida



STATE OF FLORIDA
 DEPT. OF REVENUE
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