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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850)205-0383

From:  
Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 634-3694  
Fax Number : (305) 633-9696

FLORIDA/FOREIGN LIMITED LIABILITY CO.

e & m investments, llc

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ARTICLES OF ORGANIZATION OF <sup>2001</sup> FEB -2 A 9 43  
E & M INVESTMENTS, LLC  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

E & M INVESTMENTS, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

3602 SW 166 Avenue  
Miramar, Florida 33027

ARTICLE III - Duration:

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

ARTICLE IV - Management:

The Limited Liability Company is to be managed by one manager and the name and address of such manager who is to serve as manager is:

Reynaldo Ortega & 3602 SW 166 Avenue  
Barbara Iris Ortega Miramar, Florida 33027

ARTICLE V - Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

New members shall be admitted based on a majority vote of the then existing members.

ARTICLE VI- Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a

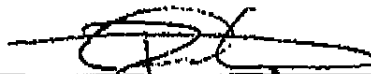
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member or the occurrence of any other event which terminates the  
continued membership of a member in the limited liability company  
shall be:

1991 FEB 12 A/C 43  
TALLAHASSEE, FLORIDA

To maintain the viability and the integrity of all  
business operations, including, but not limited to,  
purchase and sales/marketing activities, collection of  
receivables, financial and legal affairs until a new  
majority of members is achieved.



Signature of a member or authorized  
representative of a member

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

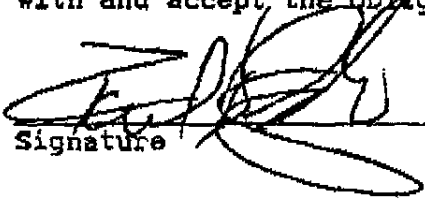
1. The name of the limited liability company is:

E & M INVESTMENTS, LLC

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

Raul R. Delgado De Armas, Esq.  
Raul R. Delgado De Armas & Associates  
600 Brickell Avenue, Suite 500  
Miami, Florida 33131

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

Date

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