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FLORIDA/FOREIGN LIMITED LIABILITY CO.

newels, llc

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**ARTICLES OF ORGANIZATION OF
NEWELS, LLC**

The undersigned hereby subscribes these Articles of Organization for the purposes of organizing a limited liability company under the laws of the State of Florida.

**I.
NAME**

The name of the Limited Liability Company is Newels, LLC (the "Company").

**II.
PRINCIPAL OFFICE**

The mailing and street address of this Company's principal office shall be Po Box 558944 Miami, Florida 33255

**III.
REGISTERED AGENT AND REGISTERED OFFICE**

The registered agent of this Company shall be Alfredo D. Xiques whose business address is Suite 300 Grove Professional Building, 2950 SW 27th Avenue, Miami, Florida 33133, which shall be the registered office of this limited liability company.

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**IV.
MANAGEMENT BY MANAGER**

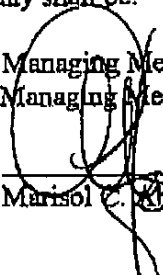
This Company shall be member-managed company.

**V.
MANAGER**

The initial Managing Members of the Company shall be:

Marisol C. Abalo
Rodolfo C. Fazio

Managing Member
Managing Member


as attorney in fact
Marisol C. Abalo

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TOTAL P.03

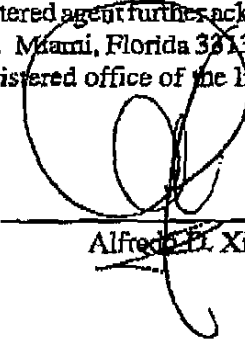
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**STATEMENT OF ACCEPTANCE
OF
REGISTERED AGENT OF
NEWELS, LLC**

In accordance with the Florida Limited Liability Company Act, sections 608.407(1)(d) and 608.415(2), the undersigned hereby accepts the appointment as registered agent of the above captioned limited liability company. The registered agent further acknowledges that Suite 300 Grove Professional Building, 2950 SW 27th Avenue, Miami, Florida 33133 is the business office address of the registered agent, which will be the registered office of the limited liability company for the service of process.

Date: ~~June 06, 2005~~

June 12, 2005


Alfred H. Xiques

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