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TALLAHASSEE, FLORIDA

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LAW OFFICES OF  
**ALAN F. GONZALEZ, LL.M., P.L.**

Attorney & Counselor at Law  
4600 West Kennedy Boulevard  
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Tampa, Florida 33609

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June 29, 2006

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

**RE: MAXICOR, LLC; SEED PROMISE ENTERPRISES, LLC; PRAISE PROPERTIES, LLC**

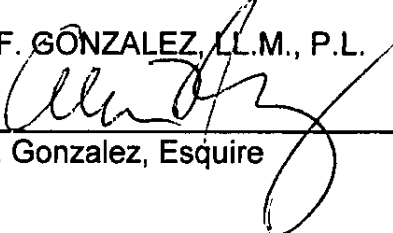
Dear Sir or Madam:

Enclosed herewith please find Articles of Organization for the above-referenced entities, to-wit: *MAXICOR, LLC; SEED PROMISE ENTERPRISES, LLC; PRAISE PROPERTIES, LLC*. Also enclosed is our check in the amount of \$465.00 as and for payment of the filing fees for said LLCs.

Please forward certificates of organization for each LLC entity referenced above to this office at your first convenience. Thank you for your assistance in this matter.

Very truly yours,

ALAN F. GONZALEZ, LL.M., P.L.

  
\_\_\_\_\_  
Alan F. Gonzalez, Esquire

AFG:scw  
Enclosure  
cc: Luis Capdevilla  
Alberto J. Capdevilla

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
MAXICOR 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 this limited liability company (hereinafter referred to as the "Company") shall be:

**MAXICOR LLC**

**ARTICLE II – ADDRESS**

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

**3248 W. Columbus Drive  
Tampa, FL 33607**

**ARTICLE III – REGISTERED AGENT, REGISTERED OFFICE &  
REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the registered agent is:

**Alan F. Gonzalez, Esquire  
4600 W. Kennedy Blvd.  
Suite 100  
Salem Building  
Tampa, FL 33609**

Having been named as registered agent and to accept service of process for the above 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 for the aforesaid Company as provided for in Chapter 608, F.S.

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obligations of my position as registered agent for the aforesaid Company as provided for in Chapter 608, F.S.

  
ALAN F. GONZALEZ,  
Registered Agent

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#### ARTICLE IV – MANAGEMENT

This Company is to be managed by one or more managers and is, therefore, a manager-managed limited liability company.

#### ARTICLE V – BUSINESS PURPOSE

The primary business purpose of this Company shall be to invest in various businesses, as well as any other purposes permitted by Florida law.

#### ARTICLE VI – EFFECTIVE DATE

The effective date of this Company shall be the date of filing these articles with the Secretary of State of Florida.

In accordance with §608.408(3), F.S., the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Dated: June 29, 2006.

  
LUIS CAPDEVILLA  
Managing Member

  
ALBERTO J. CAPDEVILLA  
Managing Member