

Florida Department of State
Division of Corporations
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FLORIDA/FOREIGN LIMITED LIABILITY CO

ven-a-miami virtual.com, l.l.c.

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**ARTICLES OF ORGANIZATION FOR
VEN-A-MIAMI VIRTUAL.COM, L.L.C.**

ARTICLE I

The name of the Limited Liability Company is VEN-A-MIAMI VIRTUAL.COM, L.L.C.

ARTICLE II

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

670 N.W. 85TH PLACE, #201
MIAMI, FLORIDA 33126

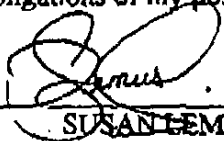
ARTICLE III

The name of the initial registered agent and address are:

SUSAN LEMUS
6807 WEST 36TH AVENUE, #201
HIALEAH, FLORIDA 33018

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TALLAHASSEE, FLORIDA

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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.


SUSAN LEMUS

ARTICLE IV

The limited liability company is to be a manager-managed company. The name and addresses of the managing members are:

MANAGING MEMBER

Hector Espinoza
670 N.W. 85th Place, #201
Miami, Florida 33156

MANAGING MEMBER

Olga Apostol
670 N.W. 85th Place, #201
Miami, Florida 33156

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MANAGING MEMBER

Francisco Calderon
Av. Francisco de Miranda, Edf. Menegrande, Piso 4
Ofc. 4-1, Los Palos Grandes, Caracas, Venezuela

MANAGING MEMBER

Eduardo Navas
Av. Francisco de Miranda, Edf. Menegrande, Piso 4
Ofc. 4-1, Los Palos Grandes, Caracas, Venezuela

ARTICLE V

The effective date of the Limited Liability Company is May 15, 2007.

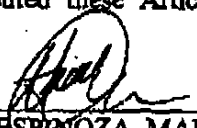
ARTICLE VI

The members of the Limited Liability Company may admit additional members only as, and to the extent, provided for in the Regulations of the Limited Liability Company, as amended from time to time.

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company, the remaining members may elect to continue the business of the Limited Liability Company only as, and to the extent, provided for in the Regulations of the Limited Liability Company, as amended from time to time.

ARTICLE VI

The undersigned has executed these Articles of Organization on this _____ day of _____, 2007.


HECTOR ESPINOZA, MANAGING MEMBER

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

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