

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224 8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1 800 342 8062
 FAX (904) 222 1222

NAME _____

FIRM _____

ADDRESS _____

PHONE (_____) _____

Service Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No _____ Express Mail No _____

State Fee \$ _____ Our \$ _____

RE: Biangi Financial
Group, Inc.

C.C. FEE. DISBURSED

<input checked="" type="checkbox"/> Capital Express™	
<input checked="" type="checkbox"/> Art of the File	
<input checked="" type="checkbox"/> Corp. Record Search	
<input checked="" type="checkbox"/> Ltd. Partnership File	
<input checked="" type="checkbox"/> Foreign Corp. File	
<input checked="" type="checkbox"/> (-) Corp. Copy	
<input checked="" type="checkbox"/> Art of Annual File	
<input checked="" type="checkbox"/> Resolution/Withdrawal	
<input checked="" type="checkbox"/> C U S-	
<input checked="" type="checkbox"/> Fictitious Name File	
<input checked="" type="checkbox"/> Name Reservation	
<input checked="" type="checkbox"/> Annual Report/Restatement	
<input checked="" type="checkbox"/> Reg. Agent Service	
<input checked="" type="checkbox"/> Document Filing	
<input checked="" type="checkbox"/> Corporate Kit	
<input checked="" type="checkbox"/> Vehicle Search	
<input checked="" type="checkbox"/> Driving Record	
<input checked="" type="checkbox"/> Document Retrieval	
<input checked="" type="checkbox"/> UCC 1 or 3 File	
<input checked="" type="checkbox"/> UCC 11 Search	
<input checked="" type="checkbox"/> UCC 11 Retrieval	
<input checked="" type="checkbox"/> File No.'s. Copies	
<input checked="" type="checkbox"/> Courier Service	
<input checked="" type="checkbox"/> Shipping/Handling	
<input checked="" type="checkbox"/> Phone ()	
<input checked="" type="checkbox"/> Top Priority	
<input checked="" type="checkbox"/> Express Mail Prep	
<input checked="" type="checkbox"/> FAX () pgs	
SUBTOTALS _____	

REQUEST TAKEN CONFIRMED APPROVED
 DATE _____
 TIME _____ CK No. _____
 BY AAK

WALK-IN Will Pick Up 8/8/2002

FEE.....	2001-08-02
DISBURSED.....	2001-08-02
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days 18% per Annum

THANK YOU
 from
 Your Capital Connection

ARTICLES OF ORGANIZATION
OF
A LIMITED LIABILITY COMPANY
KNOWN AS

BIANGI FINANCIAL GROUP, L.C.

FILED
2000-01-12 02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this Company is BIANGI FINANCIAL GROUP, L.C.

ARTICLE II - DURATION

This Company shall have a duration of thirty (30) years from the date of filing of these Articles of Organization with the Florida Department of State. However, the duration can be extended by agreement among the members.

ARTICLE III - PURPOSE

This Company is organized for the purpose of transacting any or all lawful business for which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes, as now exists or may after be amended.

ARTICLE IV - PLACE OF BUSINESS

The street address of the place of business of this Company is 6800 S.W. 40th Street, Suite 455, Miami, Florida 33155.

ARTICLE V - INITIAL REGISTERED OFFICER AND AGENT

The street address of the initial registered office of this company is c/o Luis A. Alvarez, 6800 S.W. 40th Street, Suite 455, Miami, Florida 33155, and the name of the initial registered agent of this corporation at that address is LUIS A. ALVAREZ.

ARTICLE VI - CONTRIBUTIONS

The total amount of cash and other property being contributed by the members of this Company are as follows:

NAME OF MEMBER

CONTRIBUTION

SEE EXHIBIT "A" ATTACHED HERETO AND MADE A PART HEREOF.

No other additional contributions have been agreed to be made or required at this time.

ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to this Company upon the approval by the Managers hereinafter set forth.

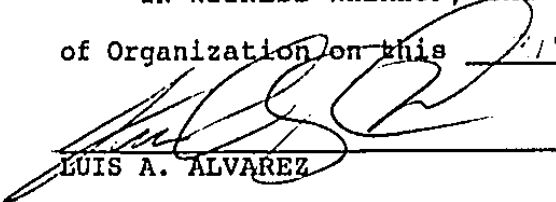
ARTICLE VIII - CONTINUATION OF COMPANY

This Company shall continue to remain in existence and shall be operated by the Manager or if the Manager is no longer available, by the remaining members notwithstanding the death, retiring, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member of this Company.

ARTICLE IX - MANAGEMENT

This Company shall be managed by LUIS A. ALVAREZ and MARIELLE L. ALVAREZ who are hereby irrevocably appointed as Managers of the Company and shall have all right and authority to act for and on behalf of the Company and all of its Members. The Managers shall continue to operate as the Managers for the Company until the first annual meeting of the Members or until the Managers' successor is duly elected and qualifies. Either Manager can act on behalf of the Company without the joinder or consent of the other.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization on this 1st day of January, 1995.


LUIS A. ALVAREZ


MARIELLE ALVAREZ


LUIS A. ALVAREZ FAMILY, L.C., a
limited liability company

By:


LUIS A. ALVAREZ, Manager

BIANCA I. ALVAREZ

By:


LUIS A. ALVAREZ, Guardian
and Natural Father

GINA A. ALVAREZ

By:


LUIS A. ALVAREZ, Guardian
and Natural Father

STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 1st day

of January, 1995 by LUIS A. ALVAREZ individually and as Guardian and Natural Father of GINA A. ALVAREZ and BIANCA I. ALVAREZ and as Manager of LUIS A. ALVAREZ FAMILY, L.C., a Florida limited liability company, MARIELLE L. ALVAREZ, and BIANCA I. ALVAREZ, who are personally known to me or has produced personally known as identification and who did (did not) take an oath.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 3rd day of January, 1995.

Lou D. Bradford
NOTARY PUBLIC, State of Florida
at Large

My Commission Expires:

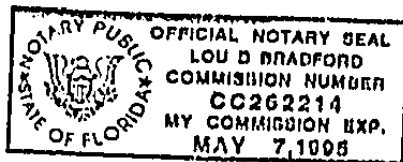


EXHIBIT A - CONTRIBUTIONS

The following are the contributions by each of the members of the Biangl Financial Group, L.C.:

<u>Name and Address</u>	<u>Contribution</u>
In the form of assignment of receivables and payables as shown on Exhibit "B" attached hereto.	
Luis A. Alvarez Family, L.C. 6800 S.W. 40th Street Suite 455 Miami, Florida 33155	\$167,030.15

In the form of cash:

Luis A. Alvarez Family, L.C. 6800 S.W. 40th Street, Suite 455 Miami, Florida 33155	\$ 2,969.85
Gina A. Alvarez 6800 S.W. 40th Street, Suite 455 Miami, Florida 33155	\$ 10,000.00
Bianca I. Alvarez 6800 S.W. 40th Street, Suite 455 Miami, Florida 33155	\$ 10,000.00

In the form of pledged monies:

Luis A. Alvarez 6800 S.W. 40th Street, Suite 455 Miami, Florida 33155	\$ 10,000.00
Marielle L. Alvarez 6800 S.W. 40th Street, Suite 455 Miami, Florida 33155	\$ 10,000.00
Gina A. Alvarez 6800 S.W. 40th Street, Suite 455 Miami, Florida 33155	\$ 10,000.00
Bianca I. Alvarez 6800 S.W. 40th Street, Suite 455 Miami, Florida 33155	\$ 10,000.00
Luis A. Alvarez Family, L.C. 6800 S.W. 40th Street, Suite 455 Miami, Florida 33155	\$ 20,000.00

The ownership interest in Biangi Financial Group, L.C. is as follows:

Luis A. Alvarez Family, L.C. 6800 S.W. 40th Street, Suite 455 Miami, Florida 33155	76%
Gina A. Alvarez 6800 S.W. 40th Street, Suite 455 Miami, Florida 33155	8%
Bianca I. Alvarez 6800 S.W. 40th Street, Suite 455 Miami, Florida 33155	8%
Luis A. Alvarez 6800 S.W. 40th Street, Suite 455 Miami, Florida 33155	4%
Marielle L. Alvarez 6800 S.W. 40th Street, Suite 455 Miami, Florida 33155	4%

EXHIBIT "B"

Luis A. Alvarez Family, L.C. Contributions:

Tecnamar S.A. Receive Note	\$ 30,000.00
Arenas Plateadas S.A. Receive Note	\$ 90,000.00
Exquisite Home Journey's End, L.C. Receive Note	\$ 47,030.15
Luis & Marielle Alvarez - Receive Note	\$100,000.00
Luis & Dulce Alvarez - Note to Pay	(\$100,000.00)
	=====
	\$167,030.15

EXHIBIT TO AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

Luis A. Alvarez Family, L.C. Contributions:

Tecnamar S.A. Receive Note	\$ 30,000.00
Arenas Plateadas S.A. Receive Note	\$ 90,000.00
Exquisite Home Journey's End, L.C. Receive Note	\$ 47,030.15
Luis & Mariello Alvarez - Receive Note	\$100,000.00
Luis & Dulce Alvarez - Note to Pay	(\$100,000.00)
	=====
	\$167,030.15

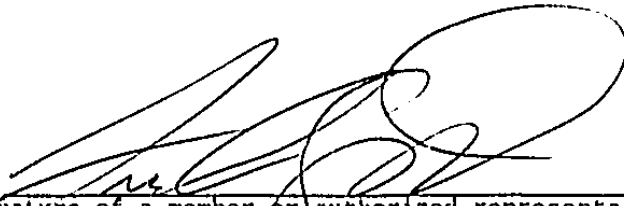
PLEDGED MONIES:

Luis A. Alvarez Family, L.C.	\$ 20,000.00
Gina A. Alvarez	\$ 10,000.00
Bianca I. Alvarez	\$ 10,000.00
Luis A. Alvarez	\$ 10,000.00
Mariello L. Alvarez	\$ 10,000.00
	=====
	\$ 60,000.00

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of _____
BIANGI FINANCIAL GROUP, INC. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$ 22,969.85.
- 3) if any, the agreed value of property other than cash contributed by member(s) is
\$ 227,030.15. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is
\$ 250,000.00. This total includes amounts from 2 and 3 above.



LUIS A. ALVAREZ, Manager

signature of a member or authorized representative of a member.
(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit
constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

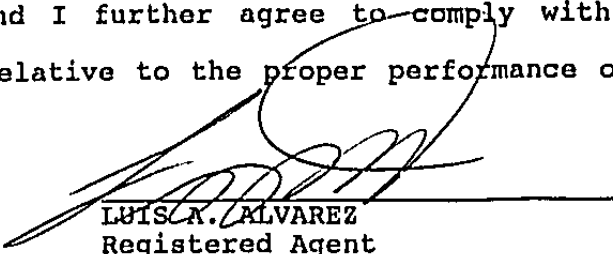
In compliance with Sections 48.091 and 608.415, Florida Statutes,
the following is submitted:

THAT BIANGI FINANCIAL GROUP, L.C. desiring to organize or qualify
under the laws of the State of Florida, with its principal place of
business at 6800 S.W. 40th Street, Suite 455, Miami, Florida 33145, has
named LUIS A. ALVAREZ as its agent to accept service of process within
Florida.


Dated: January 31, 1995


LUIS A. ALVAREZ, Manager

Having been named to accept service of process for the above named
company, at the place designated in this Certificate, I hereby accept
to act in this capacity, and I further agree to comply with the
provisions of all statutes relative to the proper performance of my
duties.


LUIS A. ALVAREZ
Registered Agent

FILE NOW: Fee after May 1, will be \$263.75

LIMITED LIABILITY COMPANY ANNUAL REPORT 1996		 FLORIDA DEPARTMENT OF STATE Gandra B. Mortham Secretary of State DIVISION OF CORPORATIONS		<p>FILED 95 MAY 30 AM 9:26 SECRETARY OF STATE TALLAHASSEE, FLORIDA</p>	
FILING FEE \$ 230.75		Annual Report \$100.00 + \$130.75 Corporation Supplemental Fee Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company BIANGI FINANCIAL GROUP, L.C. 6800 SW 40TH ST SUITE 455 MIAMI FL 33155		DOCUMENT #L95000000111 1a. Principal Place of Business Address 6800 SW 40TH ST SUITE 455 MIAMI FL 33155			
If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a.					
2. Principal Place of Business Suite, Apt. #, etc. City & State Zip Country		2a. Mailing Address Suite, Apt. #, etc. City & State Zip Country		3. Date Organized or Qualified 02/08/1995 3a. State of Formation FL 4. FEI Number 65-0554634 <input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
7. Name and Address of Current Registered Agent ALVAREZ, LUIS A 6800 SW 40TH ST SUITE 455 MIAMI FL 33155		5. Date of Last Report 6. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) Suite, Apt. #, etc. City State Zip Code <div style="text-align: right;">FL</div>			
9. Pursuant to the provisions of Sections 608.418 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.					
SIGNATURE _____ <small>(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)</small>		DATE _____			
10. Title	Managing Members/Managers	Business Street Address		City, State and Zip Code	
MGR	ALVAREZ, LUIS A	6800 SW 40TH ST SUITE 455		MIAMI FL	
MGR	ALVAREZ, MARIELLE L	6800 SW 40TH ST SUITE 455		MIAMI FL	
MEM	ALVAREZ, GINA A.	434 ROVINO AVE, CORAL GABLES FL 33156		CORAL GABLES, FL 33156	
MEM	ALVAREZ, BIANCA I.	434 ROVINO AVE		MIAMI FL	
MEM	LUIS A. ALVAREZ FAMILY, LC	6800 S.W. 40th St, S-455		MIAMI FL	
3000071852833 -06/06/96--0012--001 ***272.50 ***272.50					
11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3) (k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.					
SIGNATURE: _____ <small>SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING MANAGING MEMBER OR MANAGER</small>		Luis A. Alvarez sh 663-1144 <small>Daytime Phone</small>			