

CAPITAL CONNECTION, INC.

412 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 221-0070
 Mailing Address Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1 800 342 8062
 FAX (904) 222-0222

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 \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 95 OCT 11 AM 11:15

AL OCT 11 1995

REQUEST TAKEN CONFIRMED APPROVED

DATE _____

TIME AC _____ CK No. _____

BY _____

WALK-IN 10/11 12:00
 WILL PICK UP

RE: DMB Systems, L.C.

	C.C. FEE.	DISHING
Capital Express™		
Art. of Inc. Filing		
Corp. Record Search		
Ltd. Partnership Filing		
Foreign Corp. Filing		
() Cert. Copy(s)		
Art. of Amend. Filing		
Declaration/Withdrawal		
C/O S.		
Petition Name Filing		
Name Reservation		
Annual Report/Maintenance		
Reg. Agent Service		
Document Filing		
Corporata KN	100004611251	
Vehicle Search	-10/16/95=01003=010	
Driving Record	***337.50 ***337.50	
Document Retrieval		
UCC 1 or 3 Filing		
UCC 11 Search		
UCC 11 Retrieval		
Filing No. 8, Copies		
Counter Service		
Shipping/Handling		
Phone ()		
Top Priority		
Express Mail Prep.		
FAX ()	pgs.	

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SUBCHARGE.....	\$
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, 10% per Annum.

THANK YOU
 from
 Your Capital Connection



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 22, 1995

CAPITAL CONNECTION, INC.
417 E. VIRGINIA STREET
TALLAHASSEE, FL 32302

The name D M B SYSTEMS, L.C. has been reserved for 120 days beginning September 22, 1995. The reservation number is R95000004329 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Carolyn Batten

Letter number: 695A00043616

JOSE RAMON RODRIGUEZ

ATTORNEY AT LAW

FONTAINEBLEAU EXECUTIVE CENTER

275 FONTAINEBLEAU BOULEVARD

SUITE 135

MIAMI, FLORIDA 33172-4500

TELEPHONE (305) 225-9494

TELEFAX (305) 225-9492

September 21, 1995

**Office of the Secretary of State
Limited Liability Company Section
Tallahassee, Florida**

Hand Delivered

RE: Reservation of Name for a Limited Liability Company.

Gentlemen:

Enclosed please find my check in the sum of \$35.00 payable to the order of the Secretary of State, State of Florida, for reservation, in the name of JOSE RAMON RODRIGUEZ, ESQ., of the following name to be used for a Limited Liability Company, to wit:

D M B SYSTEMS, L.C.

R95020004329

Thank you in advance for your attention to this matter.

Sincerely yours,


JOSE RAMON RODRIGUEZ

**JRR:yo
Enclosures**

95 SEP 22 11 3 50

ARTICLES OF ORGANIZATION
FOR
D M B SYSTEMS, L.C.

95 OCT 11 AM 11:15

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608, the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such Company:

1. Name; Mailing Address and Street Address of its Principal Office. The name of this Company shall be: D M B SYSTEMS, L.C. The mailing address and address of the principal office and place of business of this Company shall be at 2550 N.W. 72 Avenue, Suite 207, Miami, County of Dade, State of Florida, 33122, but it shall have the power and authority to move its principal office to any other address in the State of Florida, and to establish branch offices at such place or places as may be designated by the Members.

2. Duration/Continuation. The period of this Company's duration shall be perpetual, unless sooner terminated by the unanimous written agreement of all Members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other event which terminates the continued membership of a Member, unless the business of the Company is continued by the unanimous consent of all the remaining Members, or by amendment of these Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

3. Purpose. The purpose for which this Company is being formed is to engage in any activity or business, or activities or businesses, permitted to be carried on, exercised or done by a limited liability company under the laws of the State of Florida.

4. Registered Agent and Office. The address of the initial registered office of this Company is 2550 N.W. 72nd Avenue, Suite 207, Miami, Florida 33122., and the name of its initial registered agent at such address is ANTONIO GUIMARAES.

5. Contributions to Capital.

(a) The total amount of cash, property or services contributed to the Company by its Members shall be as follows:

TEN THOUSAND and NO/100 (\$10,000.00) DOLLARS in currency of the United States of America represented by the following contributions: from LUIS EDUARDO RIVERO FORMICA CORSI, in the amount of FIVE THOUSAND and NO/100 (US\$5,000.00) DOLLARS in cash, and from JORGE NIN VIVO in the amount of FIVE THOUSAND and NO/100 (US\$5,000.00) DOLLARS in cash.

(b) The following represents additional contributions to be made by all Members of the Company and when such contributions shall be due and payable: NONE.

6. Admission of Additional Members; and Terms and Conditions of such Admissions. Additional Members may be admitted upon the approval of all of the Members of the Company, upon the written application of such new Members, in the manner set forth in the Regulations of this Company.

7. Management of Company. The management of the Company shall be vested in at least one (1) Manager who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Manager(s) may also hold the offices and have the responsibilities accorded to him/them by the Members as more particularly set-out in the Regulations of this Company.

The name and address of the person who shall serve as such until the first annual meeting of the Members or until his successors is elected and qualify is:

<u>NAME</u>	<u>ADDRESS</u>
JOSE FRANCISCO MARTINS	14170 S.W. 122 Court Miami, Florida 33186

8. Amendment of Regulations. The power to adopt, alter, amend or repeal the Regulations of this Company shall be vested in the members of the Limited Liability Company. Regulations adopted by the members may be repealed or altered; new regulations may be adopted by the members; and the members may prescribe in any regulation made by them that such regulations may not be altered, amended, or repealed by the manager(s), except that regulations may be adopted by the Manager(s) to be effective only in an emergency as defined in subsection (5) of Florida Statute 608.423. The regulations may contain any provision for the regulation and management of the affairs of the Limited Liability Company not inconsistent with Florida Law or these Articles of Organization.

9. Organizers. The names and addresses of the Organizers executing these Articles of Organization are as follows:

<u>NAME</u>	<u>ADDRESS</u>
LUIS EDUARDO RIVERO FORMICA CORSI	Pablo de Maria 1115 Apartamento 009 Montevideo, Uruguay
JORGE NIN VIVO	Luis P. Ponce 1324 Piso 6 Montevideo, Uruguay

10. Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and acknowledged by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the new Member to be added.

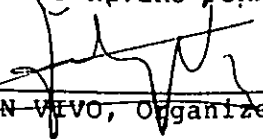
11. Informal Action of Members. Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Manager(s) of the Company as part of its records.

12. Transferability of Member's Interest. An interest of a Member of this Company may not be transferred or assigned, in whole or in part, except by the written unanimous consent of all Members. If all of the remaining Members of this Company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such Member shall have no right to exercise any rights or powers of a member of this Company or to become a Member. The transferee shall be entitled to share in the profits and losses of the Company, to receive such distribution or distributions and to receive such allocation of income, gain, loss deduction, or credit or similar item to which the assignor was entitled, to the extent assigned.

IN WITNESS WHEREOF, the undersigned Organizers have hereunto set their hands and seals this 4th day of October, 1995.



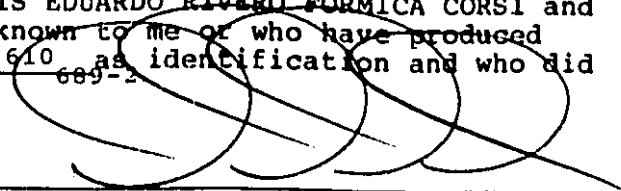
LUIS EDUARDO RIVERO FORMICA CORSI, Organizer



JORGE NIN VIVO, Organizer

)
)
Republic of Uruguay)
Department of Montevideo)
City of Montevideo)
Embassy of the United
States of America)

The foregoing instrument was acknowledged before me this 4th day of October, 1995, by LUIS EDUARDO RIVERO FORMICA CORSI and JORGE NIN VIVO, who are personally known to me or who have produced Uru. Pport. no. 1563384-6, Uru ID no 610 as identification and who did not take an oath. 689-2


DANIEL D. BARRACK,
CONSUL OF THE UNITED
STATES OF AMERICA

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 OCT 11 AM 11:15

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

In pursuance to Florida Statutes the following is submitted:

First--That D M B SYSTEMS, L.C., a Florida Limited Liability
Company, desiring to organize under the laws of the State of Florida
with its principal office, as indicated in the articles of organiza-
tion at the City of Miami, County of Dade, State of Florida has
named ANTONIO GUIMARAES, located at 2550 N.W. 72 Avenue, Suite
207, Miami, Florida 33122, as its agent to accept service of process
within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above
stated Florida Limited Liability Company, at place designated in this
certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open said
office.

By: Antonio P. M. Guimaraes
ANTONIO GUIMARAES
Registered Agent

A F F I D A V I T

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BEFORE ME, the undersigned authority, personally appeared LUIS EDUARDO RIVERO FORMICA CORSI and JORGE NIN VIVO, who being by me first duly sworn, on oath depose and say:

1. That Affiants are this day executing Articles of Organization for D M B SYSTEMS, L.C., a Florida Limited Company.

2. That said limited liability company has two members, to wit: LUIS EDUARDO RIVERO FORMICA CORSI and JORGE NIN VIVO, your Affiants.

3. That the amount of cash contributed by the members is TEN THOUSAND and NO/100 (\$10,000.00) DOLLARS in currency of the United States of America, contributed as follows:

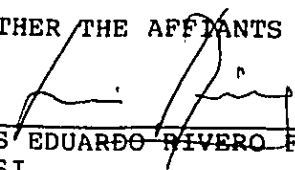
From LUIS EDUARDO RIVERO FORMICA CORSI, the amount of FIVE THOUSAND and NO/100 (\$5,000.00) DOLLARS, and from JORGE NIN VIVO the amount of FIVE THOUSAND and NO/100 (\$5,000.00) DOLLARS.

4. That no other property other than the above cash has been contributed by the members.

5. That there are no other anticipated contributions to be made by the members either in cash or property other than cash.

6. Affiants further state that they are familiar with the nature of an oath. Further Affiants certify that they have read, or have heard read to them the full facts of this affidavit, and understand its contents.

FURTHER THE AFFIANTS SAY NOT.



LUIS EDUARDO RIVERO FORMICA
CORSI

(SEAL)



JORGE NIN VIVO

(SEAL)

The foregoing instrument was acknowledged before me this 4th day of October, 1995, by LUIS EDUARDO RIVERO FORMICA CORSI and JORGE NIN VIVO, who are personally known to me or who have produced Uruguayan passport no. 1563384-6, and Uru. I.D. (no. 610689-2) as identification and who did take an oath.