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Admitted only in Massachusetts

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Daniel A. Harris

TRANSMITTAL LETTER

March 21, 1996

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

400001757124
-03/26/96--01062--001
*****285.00 *****285.00

Re: SUPERIOR ASSOCIATES, L.C.

Dear Clerk:

Enclosed is the original and one (1) copy of the articles of organization. Accordingly, the filing fees are enclosed.

Please return all correspondences concerning this matter to the above address. Additionally, should you need to call someone concerning this matter please call the undersigned at the above telephone number.

Cordially yours,



Mario D. German, Esq.

MDG
Enclosures

*Called Mario
Principal of R.A. Office
are the same.*

FILED
MAR 25 PM 3:06
TALLAHASSEE, FLORIDA

- 6N APR - 2 1996

**ARTICLES OF ORGANIZATION
OF
SUPERIOR ASSOCIATES, L.C.,**

FILED
20 MAR 25 PM 3:06
TALLAHASSEE, FLORIDA

The undersigned, being a authorized representative of a member of SUPERIOR ASSOCIATES, L.C., a limited liability company formed pursuant to Statute Section 608 of the Limited Liability company Act of Florida I hereby certify:

Article I

The name of the limited liability company is SUPERIOR ASSOCIATES, L.C.

Article II

Purpose: The company is organized to conduct any lawful business for which limited liability companies may be organized.

Article III

Registered Agent: IVAN F. GONZALES , 5211 NW 74 AVE., MIAMI, FL 33166. The principal office is the same.

Article IV

Capital: The initial capital of the company will be:

Article V

Additional Capital: Members shall not be required to make additional contributions to the capital of the company.

Article VI

Admission of Members: Additional members shall be admitted upon the written consent of all the members.

Article VII

Management: The initial managers of the company shall be the members whose names and addresses are: IVAN F. GONZALES , 5211 NW 74 AVE., MIAMI, FL 33166.

Article VIII

Continuity of Life: All of the remaining members of the company may agree to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or other withdrawal of a member.

Article VIII

Powers of a Limited Liability Company Florida Statute 608.404

Unless otherwise stated in the articles of organization or regulations, the limited liability company will have the same powers as an individual to do all things necessary to carry out its business and affairs including, without limitation, the power to:

1. Sue or be sued, complain or defend, in its name.
2. Purchase, take, receive, lease subscribe for, or otherwise acquire, own, hold, improve, vote, or use, or otherwise deal in or with, real or personal property, an interest in real or personal property, or any legal or equitable property, wherever located.
3. Sell, convey, mortgage, pledge, create a security interest in, lease, exchange, lend, or otherwise dispose of, all or any part of its property or assets.
4. Make contracts or guarantees or incur liabilities; borrow money, issue its notes, bonds, or other obligations; or secure any of its obligations by mortgage or pledge of all or any part of its property, franchises, and income; or make contracts of guaranty and suretyship necessary or convenient to the conduct, promotion, or attainment of the business of a corporation the majority of the outstanding stock of which is owned, directly or

indirectly, by a corporation which owns, directly or indirectly, the majority of the outstanding stock of the contracting company, which contracts of the business of the contracting company; or make other contracts of guaranty and suretyship which are necessary or convenient to the conduct, promotion, or attainment of the business of the contracting company.

5. Lend money, invest or reinvest its funds, or receive and hold real or personal property as security for repayment.

6. Conduct its business, locate offices, and exercise the powers granted within or without the state.

7. Elect or appoint managers and agents of the company, define their duties, fix their compensation, and lend them money and credit.

8. Make and amend its regulations, not inconsistent with the articles of organization or with the laws of Florida, for the administration and regulation of the affairs of the company.

9. Make donations to the public welfare or for charitable, scientific, or educational purposes.

10. Indemnify a member or manager or any other person as provided by law against expenses actually and reasonably incurred by him or it in connection with the defense of an action, suit, or proceeding, whether civil or criminal, in which he or it is made a party.

11. Cease its activities and surrender its certificate of organization.

12. Have and exercise all powers necessary or convenient to effect any or all of the purposes for which the company is organized.

13. Transact any lawful business that will aid governmental policy.
14. Pay pensions and establish pension plans, pension trusts, profit-sharing plans, and other incentive plans for any or all of its managers and employees.
15. Be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, limited partnership, limited liability company, joint venture, trust, or other entity.
16. Make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the company.

IN WITNESS WHEREOF, we have signed these Articles on this 21 day of ~~February~~^{March}, 1996.

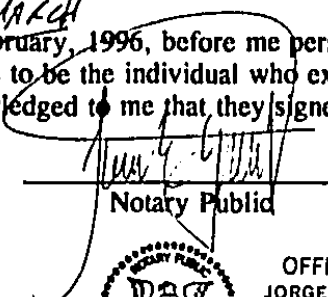


Mario German

Authorized representative of a
member of Superior Associates, L.C.

STATE OF FLORIDA)
) ss.:
COUNTY OF BROWARD)

On this 21st day of ~~February~~^{MARCH}, 1996, before me personally appeared Mario German, to me known and known to me to be the individual who executed the foregoing Articles of Organization and they acknowledged to me that they signed their names thereto.



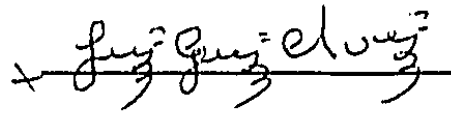
Notary Public



OFFICIAL SEAL
JORGE E. HURTADO
My Commission Expires
June 30, 1996
Comm. No. CC 211787

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for the foregoing Articles of Organization, I hereby agree to accept service of process for said Company and to comply with any and all Statutes relative to the complete and proper performance of the duties of the registered agent.

A handwritten signature in cursive script, appearing to read "J. J. Chou", is written over a horizontal line.

AFFIDAVIT OF CAPITAL CONTRIBUTIONS AND MEMBERSHIP

OF

Superior Associates, L.C.

The undersigned being appointed managing member of Superior Associates,
L.C., a Florida Limited Liability Company, certifies:

1. That there are at least two members in Superior Associates,
L.C.
2. The amount of Capital Contributions by each member is as follows:

Ivan Gonzalez	\$ <u>700.00</u>
Efrain Peña	\$ <u>300.00</u>
	\$ _____
3. The total amount anticipated to be contributed by the members (total)
\$ 1,000.00

FURTHER AFFIANT SAYETH NOT.

Under the penalties of perjury I(we) declare that I(we) have read the foregoing and know the contents thereof and that the facts stated herein are true and correct.

x Juan F. Gonzalez

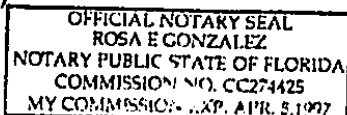
This 15th day of March, 1996

STATE OF FLORIDA

COUNTY OF Dade

The foregoing instrument was acknowledged before me this 15th day of March
1996, by Juan F. Gonzalez, who is personally known to me, or who produced Personal ID as
identification, and who (did) (did not) take an oath. Colombian Nat ID

Notary Public
(seal)



Rosa E. Gonzalez
ROSA E. GONZALEZ

Typed, printed or stamped name of
Notary Public

My commission Expires

FILED
MAR 25 PM 3:06
TALLAHASSEE, FLORIDA