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L96000000422

April 3, 1996

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

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-04/09/96--01102--002
****337.50 ****337.50

Re: Name of Organization: Aliolka, L.C.
Our File No: 95B-411

Gentlemen:

Enclosed please find Articles of Organization of Aliolka, L.C. which we shall appreciate your filing. Also enclosed please find our trust account check for \$337.50 to cover the filing fee of \$250, certified copy of \$52.50, and the registered agent designation of \$35.

After the Articles have been filed, we shall appreciate your certifying the enclosed copy and returning it to this office to the attention of the undersigned.

Very truly yours,


Ronald G. Baker

RGB:lb
Enclosures

APR 15 1996

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 APR -8 AM 9:27

FILED

ARTICLES OF ORGANIZATION

OF

ALIOLKA, L.C.

FILED

96 APR -8 AM 9:27

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as organizers of a limited liability company under the laws of Florida, adopt the following Articles of Organization for such limited liability company.

ARTICLE I

The name of this limited liability company is **ALIOLKA, L.C.**

ARTICLE II

The limited liability company is to have perpetual existence.

ARTICLE III

The principal office of the limited liability company will be:
800 Douglas Road, Suite 225, Miami, FL 33134.

ARTICLE IV

The name and address of the initial registered agent is OSCAR
ROGER, 800 Douglas Road, Suite 225, Miami, FL 33134.

ARTICLE V

Additional members may be admitted to the limited liability company upon the consent of the existing members.

ARTICLE VI

In the event of the death, retirement, resignation, expulsion, bankruptcy, dissolution, or any other event which terminates the membership of a member, the remaining members shall have the right to continue the business of the limited liability company.

ARTICLE VII

This limited liability company shall be managed by a manager and the name and address of the first manager is CARLOS RAMIREZ, JR., Calle Simon Bolivar, Edificio Litographia del Comencio
Urbanizacion Arevelo, San Martin Caracas, Venezuela.

ARTICLE VIII

A member's interest in this limited liability company may be freely assigned in whole or in part without the consent of the other members.

ARTICLE IX

The initial regulations of this limited liability company shall be adopted by the initial members of the company.

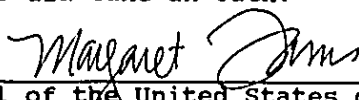
The undersigned, being an original member to this limited liability company does hereby make, subscribe, acknowledge, and file those Articles of Organization and certify that the facts stated herein are true and have hereunto set my hand and seal this 27 day of FEB, 1996.


CARLOS RAMIREZ MACHADO (SEAL)

EMBASSY OF THE UNITED STATES OF AMERICA
COUNTRY OF VENEZUELA
CITY OF _____

Republic of Venezuela)
City of Caracas)
Embassy of the) SS
United States of America)

The foregoing instrument was acknowledged before Margaret L. Tams - - - - - , Consul of the United States of America at Caracas, Venezuela - - - - - , duly commissioned and qualified, this 27th day of February, 1996, by CARLOS RAMIREZ MACHADO, who is either (a) personally known to me, or (b) produced to me as his identification Venezuelan Identification card - - - - - , # 5.434.377, and who did take an Oath.


Consul of the United States of America
Margaret L. Tams
Vice Consul

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for ALIOLKA, L.C., at 800 Douglas Road, Suite 225, Miami, FL 33134. I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of all my duties.


OSCAR ROGER
Registered Agent

AFFIDAVIT

EMBASSY OF THE UNITED STATES OF AMERICA
COUNTRY OF VENEZUELA
CITY OF _____

BEFORE ME, the undersigned authority, personally appeared CARLOS RAMIREZ MACHADO, hereinafter referred to as "Affiant", who being by me first duly sworn, on oath, deposes and says:

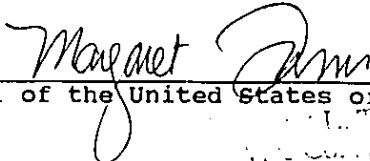
1. Affiant is an initial member of ALIOLKA, L.C. and states that there are two members of ALIOLKA, L.C.
2. The members of ALIOLKA, L.C. have contributed to the limited liability company, cash in the amount of \$100, and real property in the agreed value of \$ 450,000.00.
3. It is not anticipated that additional contributions will be required.

FURTHER AFFIANT SAYETH NAUGHT.

Republic of Venezuela
City of Caracas
Embassy of the
United States of America)


CARLOS RAMIREZ MACHADO,
Affiant

The foregoing instrument was acknowledged before Margaret L. Tams - - - - - , Consul of the United States of America at Caracas, Venezuela - - - - - , duly commissioned and qualified, this 27th day of February, 1996, by CARLOS RAMIREZ MACHADO, who is either (a) ~~personally known to me~~, or (b) produced to me as his identification Venezuelan Identification card - - - - - , # 5.434.377, and who did take an Oath.


Consul of the United States of America