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CORPORATE STATICS

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9/16/96

FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS ENTERPRISES, INC.  
CONTACT: FRANK A RODRIGUEZ  
PHONE: (561)694-8107

ACCT#: 072100000245

FAX #: (561)694-1639

NAME: I & O EXCLUSIVE IMPORTS L.C.

AUDIT NUMBER.....H96000012933

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..1

CERT. COPIES.....0

PAGES..... 5

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EST.CHARGE.. \$293.75

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**Articles of Organization  
of  
L & G Exclusive Imports L.C.**

**Article I. Name**

The name of this Florida limited liability company is:  
**L & G Exclusive Imports L.C.**

EFFECTIVE DATE  
9-16-96

**Article II. Duration**

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

**Article III. Address**

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

**L & G Exclusive Imports L.C.  
22672 S.W. 65 Avenue  
Boca Raton FL 33428**

**Article IV. Registered Agent**

The name and address of the registered agent of the Company is:

**Corporate Creations Enterprises, Inc.  
4521 PGA Boulevard #211  
Palm Beach Gardens FL 33418**

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**Article V. Profits and Losses: Additional Members**

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to their Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. Additional members to the Company may be admitted only if all the members agree to the admission of the additional members and to the terms of admission.

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Corporate Creations International Inc.  
4521 PGA Boulevard #211  
Palm Beach Gardens FL 33418-3967  
(561) 694-8107

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**Article VI. Dissolution**

The death, insanity, bankruptcy, retirement, resignation or expulsion of a member shall cause a dissolution of the Company, except that all remaining members of the Company may vote within 30 days after any of these events to continue the legal existence of the Company, in which case the Company shall not dissolve.

**Article VII. Transferability of Member's Interest**

No member shall have the right to assign the member's interest in the Company without the written agreement of all the members. If all the members do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

**Article VIII. Management**

The management of the Company is reserved to the members. The name and address of each managing member is:

Lisbeth Zambrano  
22672 S.W. 65 Avenue  
Boca Raton FL 33428

Augusto Artau  
22672 S.W. 65 Avenue  
Boca Raton FL 33428

**Article IX. Membership Certificate**

A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

**Article X. Company Existence**

The Company's existence shall begin effective as of September 16, 1996

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.

  
Augusto Artau, Member  
by F.A. Rodriguez as attorney-in-fact

Date: September 16, 1996

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### Affidavit of Capital Contributions

**LIMITED LIABILITY COMPANY:  
L & G Exclusive Imports L.C.**

The undersigned member deposes and says:

1. The above named Company has at least two members.
2. The total amount of initial cash contributed by the members is \$10.00.
3. The agreed value of property other than cash contributed by the members is zero.  
(If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$10,000,000 or less.

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.

  
Augusto Artau, Member  
by F.A. Rodriguez as attorney-in-fact

Date: September 16, 1996

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Corporate Creations International Inc.  
4521 PGA Boulevard #211  
Palm Beach Gardens FL 33418-3967  
(561) 694-8107

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT AND REGISTERED OFFICE**

**LIMITED LIABILITY COMPANY:**  
**L & G Exclusive Imports L.C.**

**REGISTERED AGENT:**  
**Corporate Creations Enterprises, Inc.**  
**4521 PGA Boulevard #211**  
**Palm Beach Gardens FL 33418**

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
**Corporate Creations Enterprises, Inc.**  
**Frank A. Rodriguez, President**

**Date: September 16, 1996**

**Corporate Creations International Inc.**  
**4521 PGA Boulevard #211**  
**Palm Beach Gardens FL 33418-3967**  
**(561) 694-8107**

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: CORPORATE CREATIONS ENTERPRISES, INC.  
CONTACT: FRANK A RODRIGUEZ  
PHONE: (561)694-8107

ACCT#: 072100000245

FAX #: (561)694-1639

NAME: L & G EXCLUSIVE IMPORTS L.C.  
AUDIT NUMBER.....H97000004348  
DOC TYPE.....DISSOLUTION  
CERT. OF STATUS..0  
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## ARTICLES OF DISSOLUTION

### Article I

The name of this Florida limited liability company is L & G Exclusive Imports L.C.

### Article II

The effective date of the Company's dissolution is the date shown below.

### Article III

The Company's dissolution was authorized by its members, and the number of votes cast for dissolution was sufficient for approval.

### Article IV

All debts, obligations and liabilities of the Company have been paid or discharged, and adequate provision has been made therefor pursuant to Section 608.4421, Florida Statutes.

### Article V

All the Company's remaining property and assets have been distributed among its member in accordance with their respective rights and interests.

### Article VI

There are no suits pending against the Company in any court, and adequate provision has been made for the satisfaction of any judgment, order or decree that may be entered against the Company in any pending suit.

Each member of the Company has executed these Articles of Dissolution effective as of the date shown below.

Date: 3/18/97

[Signature]  
Eusebio Zambrano

[Signature]  
Augusto Artan

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