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10/20/96

FLORIDA DIVISION OF CORPORATIONS  
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10/28/96

TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.  
CONTACT: JOSEPH C RODRIGUEZ  
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: S & W INVESTMENTS OF AMERICA, L.C.

AUDIT NUMBER.....M96000015186

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..1

PAGES..... 5

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$293.75

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TALLAHASSEE, FLORIDA

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**Articles of Organization  
of  
E & W Investments of America, L.C.**

**Article I. Name**

The name of this Florida limited liability company is:  
E & W Investments of America, L.C.

**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:  
E & W Investments of America, L.C.  
c/o 80 SW 8th Street, Suite 2077  
Miami FL 33130

**Article IV. Registered Agent**

The name and address of the registered agent of the Company is:  
Luis Agramunt  
80 SW 8th Street, Suite 2077  
Miami FL 33130

**Article V. Percentage Interest: Membership Certificate**

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

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Corporate Creations International Inc.  
401 Ocean Drive • Suite 312 • Door Code #125  
Miami Beach FL 33139-6629  
(305) 672-0686

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TALLAHASSEE, FLORIDA

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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:

Enrique Escamilla  
c/o 80 SW 8th Street, Suite 2077  
Miami FL 33130

Alida Walkate  
c/o 80 SW 8th Street, Suite 2077  
Miami FL 33130

**Article IX. Company Existence**

The Company's existence shall begin effective as of October 28, 1996

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



Enrique Escamilla, Member  
by L.A. Uriarte as attorney-in-fact

Date: October 28, 1996

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Corporate Creations International Inc.  
401 Ocean Drive • Suite 312 • Door Code #125  
Miami Beach FL 33139-6629  
(305) 671-3686

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## **Affidavit of Capital Contributions**

**LIMITED LIABILITY COMPANY:  
E & W Investments of America, 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.**



---

**Enrique Escamilla, Member**  
**by L.A. Uriarte as attorney-in-fact**

**Date: October 28, 1996**

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**Certificate of Designation  
Registered Agent and Registered Office**

**LIMITED LIABILITY COMPANY:**  
**E & W Investments of America, L.C.**

**REGISTERED AGENT:**  
**Luis Agramunt**  
**80 SW 8th Street, Suite 2077**  
**Miami FL 33130**

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**TALLAHASSEE, FLORIDA**

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.

  
\_\_\_\_\_  
**Luis Agramunt**  
**by L.A. Uriarte as attorney-in-fact**

**Date: October 28, 1996**

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**Corporate Creations International Inc.**  
**401 Ocean Drive • Suite 312 • Door Code #125**  
**Miami Beach FL 33139-6629**  
**(305) 672-0666**

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PAGE 02

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: JOHNNY C RODRIGUEZ

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: ~~PAUL G. WISE INVESTMENTS, L.C.~~

AUDIT NUMBER.....M96000017970

DOC TYPE.....LIMITED LIABILITY AGREEMENT

CERT. OF STATUS..0

CERT. COPIES.....0

PAGES..... 2

DEL. METHOD... FAX

EST. CHARGE.. \$52.50

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02/08/97 11:21 Fl. Dept. of State pl /1

PAGE 01



**FLORIDA DEPARTMENT OF STATE**  
Sandra D. Northam  
Secretary of State

February 6, 1997

**E & W INVESTMENTS OF AMERICA, L.C.**  
80 SW 8TH ST. STE 2077  
MIAMI, FL 33130

**SUBJECT: E & W INVESTMENTS OF AMERICA, L.C.**  
**REF: L96000001139**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name DOES NOT constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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If you have any questions about the availability of a particular name, please call (804) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (804) 487-6502.

Linda Stitt  
Corporate Specialist

FAX Aud. #: E96000017970  
Letter Number: 297A00006373

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FLORIDA DIVISION OF CORPORATIONS  
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TO: DIVISION OF CORPORATIONS

FAX #: (804)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.  
CONTACT: JOHNNY C RODRIGUEZ  
PHONE: (305)672-0686

ACCT#: 073171003004

FAX #: (305)672-9110

NAME: ~~DELL & MEISS INVESTMENTS, L.C.~~ *E & W INVESTMENTS OF AMERICA, L.C.*  
AUDIT NUMBER.....H96000017970  
DOC TYPE.....LIMITED LIABILITY AMENDMENT  
CERT. OF STATUS..0 PAGES..... 2  
CERT. COPIES.....0 DEL.METHOD.. FAX  
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**Certificate of Amendment  
Changing Company Name From  
E & W Investments of America, L.C.  
to  
E & W America, L.C.**

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**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**Article I. Name**

The name of this Florida limited liability company is E & W Investments of America, L.C..

The date of filing of the Articles of Organization for this limited liability company was October 28, 1996.

**Article II. Amendment**

The Articles of Organization of the Company are amended so that the name of the Company is changed from E & W Investments of America, L.C. to E & W America, L.C.

**Article III. Date Amendment Adopted**

The amendment set forth in this Certificate of Amendment was adopted on March 11, 1997.

**Article IV. Member Approval of Amendment**

The amendment set forth in these Articles of Amendment was proposed by the Company's Members and approved by the Members by a vote sufficient for approval of the amendment.

The undersigned representative of the Company executed this Certificate of Amendment on March 11, 1997.

E & W America, L.C.

By: \_\_\_\_\_

Enrique Escamilla, Member

H96000017970

Juris Magister Corporate Services  
80 SW 8th Street, Suite 2077  
Miami, FL 33130  
(305) 373-5802