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February 5, 1998

Secretary of State
Corporations Div
P.O. Box 6327
Tallahassee, FL 32314

Re: African Legacy, LC

Dear Sir:

Enclosed please find original Articles of Organization for African Legacy, L.C. a limited liability company to filed with your office.

A check for the sum of \$337.50 is enclosed for the filing fee (\$250), the Registered agent (\$35) and a Certified copy (\$52.50).

Kindly send the certified copy to us at your earliest opportunity.

Sincerely yours,

ROGER BESU
For the Firm

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97 FEB 10 PM 4:08
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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ARTICLES OF ORGANIZATION
OF
AFRICAN LEGACY, L.C.

a Florida Limited Liability Company (FS 608.403)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. Name. The name of this company shall be AFRICAN LEGACY, L.C..

2. Duration/Continuation. The period of this company's duration shall be perpetual, unless 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 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. The mailing address is 1550 BRICKELL AVE. APT. 505A MIAMI, FLORIDA 33129.

4. Registered Agent and office. The name and street address of the initial registered agent and office for this company is as follows:

Mr. Roger Besu, Esq.
Meridian Executive Center
at the Blue Lagoon, Suite 484
815 North West 57th. Avenue
Miami, Florida 33126
(305) 262-7300

5. Admission of Additional Members; and Terms and Conditions of such Admissions: Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Bylaws of this Company.

6. Right to Continue Business.

The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company.

7. Management of Company

The business of the Company shall be managed by a manager. The name and address of the manager who is to serve until the first annual meeting of Members or until their successors are elected and quality are:

Names	Addresses
RENZO BUGNATTO	1550 BRICKELL AVE, APT 505A MIAMI, FL 331129

8. Optional Provisions:

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 sworn to by all Members of the Company. In the event a new member is added by such amendment, it shall be also signed by the member to be added.

Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Managers(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

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.)

Contracting Debt. Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company except by the Manager(s) or if managed by the Members, by any Member of this Company, unless otherwise provided herein.

Transferability of Member's Interest. An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, 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

participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

Withdrawal or Reduction of Member's Contributions to Capital.

1. A Member shall not receive out of the Company property any part of his or its contribution to capital until:

(a) all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them,

(b) the consent of all Members is had, unless the return of the contributions to capital may be rightfully demanded,


(c) these articles of organization are canceled or so amended as to set out the withdrawal reduction.

a Member shall be entitled to the return of his or its contribution in the manner provided for in the regulations of the company.

IN WITNESS WHEREOF, the undersigned incorporator(s) have hereunto set their hands and seals this 12th day of JANUARY, 1997.


RENZO BUGNATTO, Member

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.


ROGER BESU, Signature

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STATE
TALLAHASSEE
FLORIDA

Affidavit

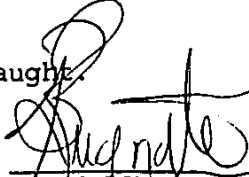
F.S. 608.407(2)

State of Florida
County of Dade

Before the undersigned authority personally appeared RENZO BUGNATTO, a member of AFRICAN LEGACY, L.C., who on oath says:

1. That he is a member of AFRICAN LEGACY, L.C.
2. That AFRICAN LEGACY, L.C. has at least two members.
3. The amount of the cash and description and agreed value of the property other than cash contributed by the members is \$ 1000.
4. the amount anticipated to be contributed by the member is \$ 20 000.

Further affiant sayeth naught.



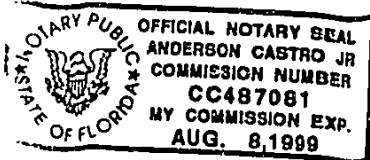
RENZO BUGNATTO
Signature of member

The foregoing instrument was acknowledged before me this 3rd day of Feb, 1997, by Renzo Bugnatto, who is personally known by me or who has produced _____ as identification.



NOTARY PUBLIC

My commission expires:



This Instrument Prepared By:
ROGER BESU, ESQUIRE
815 N.W. 57th Avenue, Suite 484
Miami, Florida 33126

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SECRETARY OF STATE
TALLAHASSEE FLORIDA