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LESLIE ALAN ROZENCWAIG, P.A.

SUNTRUST INTERNATIONAL CENTER

ONE SOUTHEAST THIRD AVENUE

SUITE 960

MIAMI, FLORIDA 33131

LESLIE ALAN ROZENCWAIG

ROSARIO FERRERO CARR

IRVING J. GONZALEZ

February 25, 1997

TELEPHONE (305) 379-6100

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AIRBORNE EXPRESS AIRBILL NO. 2557543925

PERSONAL AND CONFIDENTIAL

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

100002100211--7

-02/27/97--01072--019

\*\*\*\*285.00 \*\*\*\*285.00

RE: I.S.D. International, L.C.  
Our Client File Number 0567(a)

To Whom It May Concern:

Enclosed please find the following items in connection with I.S.D. International, L.C.:

1. Check in the amount of Two Hundred Eighty-Five Dollars (\$285) representing your fees in connection with the filing of the Articles of Organization for I.S.D. International, L.C. a Limited Liability Company.
2. Articles of Organization for I.S.D. International, L.C.
3. Affidavit of Membership and Contribution.
4. Certificate of Designation of Registered Agent/Registered Office.

Thank you for your prompt attention to this matter.

Cordially,

LESLIE ALAN ROZENCWAIG, P.A.

LESLIE ALAN ROZENCWAIG

LAR/cg  
Enclosures  
1/0567

FILED  
97 FEB 27 PM 2:21  
TALLAHASSEE, FLORIDA

285/4/97

ARTICLES OF ORGANIZATION FOR  
I.S.D. INTERNATIONAL, L.C.

FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of the Limited Liability Company is I.S.D. International, L.C.

ARTICLE II  
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is c/o Leslie Alan Rozencwaig, P.A., Leslie Alan Rozencwaig, Esq., 1 S.E. 3rd Avenue, Suite 960, Miami, Florida 33131.

ARTICLE III  
DURATION

The period of duration for the Limited Liability Company shall be 50 years.

ARTICLE IV  
PURPOSE OF ORGANIZATION

The Limited Liability Company is organized for the purpose of engaging in any and all other acts or purposes permitted under Section 608.404 of the Florida Statutes, as amended from time to time, and for any and all other applicable or governing laws of the State of Florida, except as any of the foregoing acts and/or purposes may be otherwise barred or restricted by law.

ARTICLE V  
MANAGEMENT

The Limited Liability Company is to be managed by the Members and the name and address of the Managing Member is Julio Gallo, whose address is 27 Star Island, Miami Beach, Florida 33139

ARTICLE VI  
ADMISSION OF NEW MEMBERS

Unless otherwise herein specified, no Members shall be admitted to the Limited Liability Company during the period of its existence. New Members may be admitted pursuant to a vote of not less than One Hundred percent (100%) of the total existing ownership interests in the Limited Liability Company, which percentage shall be determined and measured by the percentage of ownership interest each Member has in the Limited Liability Company. No individual Member and/or Manager of the Limited Liability Company shall ever have the power to terminate or grant membership to any person.

ARTICLE VII  
CONTINUATION AFTER INVOLUNTARY TERMINATION

In the event of termination of the Limited Liability Company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or any other event which involuntarily terminates the Limited Liability Company, then in that event, the remaining and/or surviving Members shall be fully entitled to continue the business of the Limited Liability Company provided that One Hundred percent (100%) of the ownership interests then remaining shall have agreed to do so in writing.

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

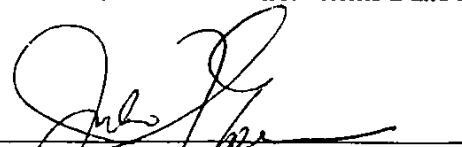
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Member of I.S.D. INTERNATIONAL, L.C. deposes and says:

1. The above-named Limited Liability Company has at least two Members.
2. The total amount of cash contributed by the Members is \$100.
3. The agreed value of property other than cash contributed by a member is \$0.
4. The total amount of cash or property anticipated to be contributed by the Members is \$100. This total includes amounts from items 2 and 3 above.

  
\_\_\_\_\_  
**JULIO GALLO, Managing Member**  
(In accordance with Section 608.408(3), Florida Statutes,  
the execution of this affidavit constitutes an affirmation under  
the penalties of perjury that the facts stated herein are true)

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**FILED**

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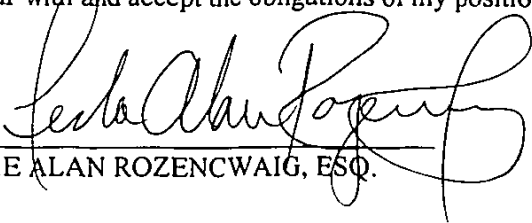
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is I.S.D. INTERNATIONAL, L.C.
2. The name and address of the Registered Agent and office is:

Leslie Alan Rozencwaig, P.A.  
Leslie Alan Rozencwaig, Esq.  
SunTrust International Center  
One Southeast Third Avenue  
Suite 960  
Miami, Florida 33131

Having been named as Registered Agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, 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.

  
LESLIE ALAN ROZENCWAIG, ESQ.

1/13/97  
DATE