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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Brimtex Enterprises L.C.

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AMENDMENTS	
<input type="checkbox"/>	Amendment
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<input type="checkbox"/>	Dissolution/Withdrawal
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OTHER FILINGS	
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<input type="checkbox"/>	Fictitious Name
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REGISTRATION/QUALIFICATION	
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11/10/97

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97 NOV 10 PM 3:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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SECRETARY OF STATE
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

97 NOV 12 PM 2:36

DIVISION OF CORPORATIONS

November 10, 1997

UCC FILING & SEARCH

TALLAHASSEE, FL

SUBJECT: BRIMTEX ENTERPRISES, L.C.
Ref. Number: W97000025481

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97 NOV 10 PM 3:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We have received your document for BRIMTEX ENTERPRISES, L.C. and check(s) totaling \$337.50. However, your check(s) and document are being returned for the following:

The AFFIDAVIT must be titled "AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS."

ALSO, the AFFIDAVIT must make some reference to "PROPERTY" that has been contributed to the company. In this case, we would assume that NO PROPERTY has been or is going to be contributed. If that is the case, you could simply add something like "NO PROPERTY IS ANTICIPATED TO BE CONTRIBUTED TO THE COMPANY."

You may wish to use our AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS form as a guide.

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 (850) 487-6914.

Buck Kohr
Corporate Specialist

Letter Number: 897A00054212

corrected 11.12.97
Please backdate.

ARTICLES OF ORGANIZATION
OF
BRIMTEX ENTERPRISES, L.C.

FILED
97 NOV 10 PM 3:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I. NAME

The name of the limited liability company shall be BRIMTEX ENTERPRISES, L.C. (the "Company"). The mailing address and the street address of the principal office of Company in Florida shall be 1350 S.W. 122nd Avenue, Apt. 121, Miami, Florida 33184.

ARTICLE II. DURATION

The company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall exist perpetually unless dissolved as provided in these Articles of Organization.

ARTICLE III. PURPOSES AND POWERS

The general purposes for which the Company is organized are to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Edmundo M. Zevallos, 1350 S.W. 122nd Avenue, Apt. 121, Miami, Florida 33184.

ARTICLE V. ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member propos-

ing to dispose of his, her or its interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI. TERMINATION OF EXISTENCE

The Company shall be dissolved upon the retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or as provided in the regulations of the Company, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members provided there are at least two remaining members.

ARTICLE VII. MANAGEMENT

The management of the Company shall be reserved to the members, in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the initial managing members of the Company are:

<u>NAME</u>	<u>ADDRESS</u>
Luiz Marcos Dos Santos	1350 S.W. 122nd Ave. No. 121 Miami, Florida 33184
Ronaldo Chaer Do Nascimento	1350 S.W. 122nd Ave. No. 121 Miami, Florida 33184
Edmundo M. Zevallos	1350 S.W. 122nd Ave. No. 121 Miami, Florida 33184
Orlando Pereira de Lima Arruda	1350 S.W. 122nd Ave. No. 121 Miami, Florida 33184
Cristiano Mendez Moreira	1350 S.W. 122nd Ave. No. 121 Miami, Florida 33184
Eduardo Fernando de Mendoza Motta	1350 S.W. 122nd Ave. No. 121 Miami, Florida 33184

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CLERK OF DISTRICT COURT
STATE OF FLORIDA

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes this 7th day of November, 1997.

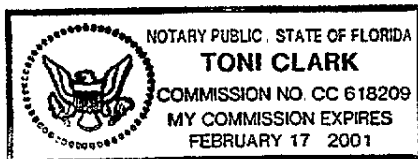

Edmundo M. Zevallos

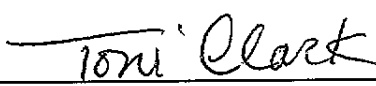
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37 NOV 10 PM 3:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME personally appeared Edmundo M. Zevallos, known to me to be an organizer of the above limited liability company or who has produced a Florida Driver's License (type of identification) as identification and who subscribed the above Articles of Organization, and he freely and voluntarily acknowledged before me according to law that he made the same for the uses and purposes therein mentioned and set forth.

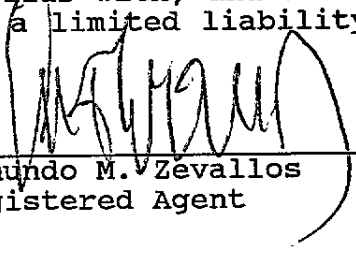
IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 7th day of November, 1997.




Notary Public, State of Florida
Commission No. CC 618209
My Commission expires 2/17/01

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of BRIMTEX ENTERPRISES, L.C., as the registered agent of said limited liability company, hereby consents to the appointment of the undersigned as registered agent of the company. The undersigned is familiar with, and accepts, the obligations of a registered agent for a limited liability company under Florida law.



Edmundo M. Zevallos
Registered Agent

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TALLAHASSEE FLORIDA

MEMBERSHIP AND
AFFIDAVIT OF CAPITAL CONTRIBUTIONS
BRIMTEX ENTERPRISES, L.C.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, this day personally appeared Edmundo M. Zevallos, who being by me first duly sworn, on oath, deposes and says as follows that:

He is one of the managing members of BRIMTEX ENTERPRISES, L.C., a Florida limited liability company (the "Company") that has at least two members and has reserved management to the members.

The members of the Company, along with their respective projected maximum capital contributions and percentage interests, are as follows:

<u>Member</u>	<u>Contribution</u>	<u>Percentage</u>
Luiz Marcos Dos Santos	\$17,000	17%
Ronaldo Chaer Do Nascimento	\$17,000	17%
Cristiano Mendez Moreira	\$17,000	17%
Orlando Pereira de Lima Arruda	\$17,000	17%
Eduardo Fernando de Mendoza Motta	\$16,000	16%
Edmundo M. Zevallos	\$16,000	16%
Total maximum projected	\$100,000	100%

To date, the members have proportionately contributed approximately 1% of their maximum projected capital contributions as set forth above. No property is anticipated to be contributed by the members.

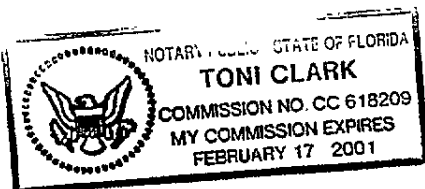
FURTHER AFFIANT sayeth not.



Edmundo M. Zevallos

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this
7th day of November, 1997 by Edmundo M. Zevallos who is known to
me or has produced the following type of identification: _____
Florida Drivers License.



Toni Clark
Notary Public, State of Florida at Large
TONI CLARK
(Printed Name of Notary Public)
Commission No. CC 618209
Commission Expires 2/17/01

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97 NOV 10 PM 3:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA