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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
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NAME: VARE INVESTMENTS, L.C.

AUDIT NUMBER.....H97000019186

DOC TYPE.....LIMITED LIABILITY COMPANY

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 18, 1997

DOMINGO ALONSO
250 VALENCIA AVENUE
CORAL GABLES, FL

SUBJECT: VARE INVESTMENTS, L.C.
REF: W97000026066

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

The document must contain the name, title, and business address of each managing member or manager who will manage the foreign limited liability company in the state of Florida. Please insert "MGRM" in the title portion for each managing member and "MGR" in the title portion for each manager.

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) 487-6020.

Tammi Cline
Document Specialist

FAX Aud. #: H97000019186
Letter Number: 297A00055301

**ARTICLES OF ORGANIZATION
OF
VARE INVESTMENTS, L.C.**

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We, the organizers hereof, do hereby execute these Articles of Organization of VARE Investments, L.C. a limited liability company organized under and pursuant to the Provisions of Chapter 608, Florida Statutes, 1987.

ARTICLE I - NAME

The name of limited liability company is: VARE Investments, L.C.

ARTICLE II - EXISTENCE

This limited liability company shall exist from the date of the filing of these articles of organization with the Department of State, Tallahassee, Florida, or such other offices thereof authorized to accept same, and for a maximum period of thirty (30) years from the date of filing hereof, unless otherwise terminated prior thereto in accordance with the law.

ARTICLE III - PURPOSE OF ORGANIZATION

This company is organized for the express purpose of receiving, buying, acquiring, owning, developing, renting, selling, leasing and / or in any other manner dealing in real and personal property located within the State of Florida, and for any and all other acts or purposes permitted under Section 608-404, Florida Statute, 1987 and under 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 IV - PLACE OF BUSINESS AND REGISTERED AGENT

- (A) Place of business: the company's place of business within the state of Florida is at the following address:

12365 SW 18 Street # 107
Miami, FL 33175

- (B) Registered agent: The name and address of the Registered Agent of the company is:

Fernando A. Valero
12365 SW 18 Street # 107
Miami, FL 33175

Prepared by: Domingo Alonso
250 Valencia Ave.
Coral Gables, FL
(305) 448-3898

ARTICLE V - ADMISSION OF NEW MEMBERS

Unless otherwise herein specified, no new members shall be admitted to the company during the term of its existence. Additional members may be admitted only at such times and on such terms as they may unanimously agree.

ARTICLE VI - TOTAL CONTRIBUTIONS BY MEMBERS

(A) Initial contributions of cash and/ or property by members. Immediately following the filing of these Articles of Organization, the members shall contribute to the company cash in the amount of One Thousand (\$ 1,000.00) Dollars as follows:

Fernando A. Valero	\$ 500.00
Maria V. Rey	\$ 500.00

(B) Unless otherwise specified herein , the members shall not be required at any time to make any additional contributions of cash or property to the company , unless a majority interest of the members agree to thereto in writing

ARTICLE VII-INTEREST OF MEMBERS

All interests of members in the company shall be considered personal property and not real property. Any interest of a member in the company shall be transferred only as provided in an operating agreement to be adopted by the majority interest of all members, which agreement shall be kept and maintained with these Articles of Organization as part of the official records of the company.

ARTICLE VIII-CONTINUATION AFTER INVOLUNTARY TERMINATION

In the event of termination of the company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or any other event which involuntarily terminates the company, i.e., without the consent of majority of the ownership in the company, then and in that event the remaining and/or surviving members shall be fully entitled to continue the business of the company provided that not less than a majority of the ownership interests then remaining shall have agreed to do so in writing.

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ARTICLE IX-MANAGEMENT OF THE COMPANY

(A) Management by Members: Unless otherwise specifically stated herein, management of the company shall be reserved to and be by the members of the company. The names of the members of the company are:

	<u>Name</u>	<u>Address</u>
MBR	Fernando A. Valero	12365 SW 18 Street # 107 Miami, FL 33175
MGR	Maria V. Rey	12365 SW 18 Street # 107 Miami, FL 33175

IN WITNESS WHEREOF, we have hereunto affixed our respective hands and seals as organizers of this limited liability company this 10th day of November, 1997.

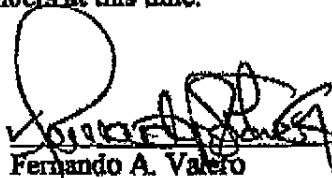

Fernando A. Valero

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TALLAHASSEE, FLORIDA

AFFIDAVIT

BEFORE ME, the undersigned authority, personally appeared Fernando A. Valero with being duly sworn, deposes and says:

- 1.- I, Fernando A. Valero, as organizer and member of VARE Investments, L.C. hereby state the following regarding the articles of organization of VARE Investments, L.C.
- 2.- VARE Investments, L.C. has two members. The two members are Fernando A. Valero and Maria V. Rey.
- 3.- The actual amount of cash contribution by each member is five hundred dollars (\$ 500.00).
- 4.- The agreed value of any property other than cash contributed is zero dollars
- 5.- No additional amount of cash or property contribution, other than the amount set forth in paragraph 3 above, is anticipated by the members at this time.


Fernando A. Valero

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the state and county named above to take acknowledgments personally appeared,
Fernando Valero
to me known to be the person (s) described as the incorporator(s) in the foregoing Articles of Incorporation, and he (she) acknowledged to me that *he* executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, County and State above written this 17
day of Nov, 1992


NOTARY PUBLIC, State of Florida

My commission expires:



FLAR P ALONSO
My Commission 00843308
Expires Jan. 20, 1998

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above named Limited Liability Company, at the place designated in the Articles of Organization, I hereby agree to act in this capacity, and I further agree to provide the company with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 10th day of November, 1997

Fernando A. Valero.
12365 SW 18 Street # 107
Miami, FL 33175

By: 
Fernando A. Valero

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TALLAHASSEE, FLORIDA

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COUNTY DADE)
STATE OF FLORIDA)

BE IT REMEMBERED that on this day before me, a Notary Public duly authorized in the state and county named above to take acknowledgements personally appeared,

Fernando Valen
to me known to be the person (s) described as the Incorporator(s) in the foregoing Articles of Incorporation, and he (she) acknowledged to me that *he* executed said Articles of Incorporation.

WITNESS my hand and official seal at Miami, County and State above written this 17 day of Nov, 1997

[Signature]
NOTARY PUBLIC, State of Florida

My commission expires:



PILAR PALOMERO
My Commission 00343988
Expires Jan. 20, 1998

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