

L98000000352

3/20/98

FLORIDA DIVISION OF CORPORATIONS
PUBLIC ACCESS SYSTEM
ELECTRONIC FILING COVER SHEET

9:55 AM

((H98000005444 8)))

TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 110432003053

CONTACT: LUIS URIARTE

PHONE: (305)672-0686

FAX #: (305)672-9110

NAME: BOYCE AND CRISTINA NATURAL CLAY LC

AUDIT NUMBER.....H98000005444

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..1

PAGES.....46

CERT. COPIES.....0

DEL.METHOD.. FAX

EST.CHARGE.. \$293.75

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 20 PM 1:43

RECEIVED
98 MAR 20 PM 12:03
DIVISION OF CORPORATIONS

Name	3/20/98
Availability	dec
Document Examiner	DCC
Updater	DCC
Updater Verifier	DCC
Acknowledgement	DCC
2. Verifier	DCC

L98000000352

H98000005444

ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Boyce and Cristina Natural Clay LC

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:
Boyce and Cristina Natural Clay LC
8286 NW South River Drive
Medley FL 33166

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

98 MAR 20 PM 1:43

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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 each member's 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.

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

H98000005444

Copyright © 1993-1998 CC

H98000005444

Article VI. Dissolution

The Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Company for any reason, unless the business of the Company is continued by the consent of all the remaining members of the Company within 30 days after any of these events.

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 a majority of the Units. If a majority of the Units 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 member is:

Boyce Lundstrom
8286 NW South River Drive
Medley FL 33166

Cristina Garcia-Felipineri
8286 NW South River Drive
Medley FL 33166

Rafael Palop
8286 NW South River Drive
Medley FL 33166

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 20 PM 1:43

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

H98000005444

Copyright © 1993-1998 CC

H98000005444

Article IX. Company Existence

The Company's existence shall begin effective as of March 19, 1998

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



Boyce Lundstrom
Member
by L.A. Uriarte as attorney-in-fact



Cristina Garcia-Felipineri
Member
by L.A. Uriarte as attorney-in-fact

Date: March 20, 1998

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 20 PM 1:43

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

H98000005444

Copyright © 1993-1998 CC

H98000005444

Affidavit of Capital Contributions

LIMITED LIABILITY COMPANY:
Boyce and Cristina Natural Clay LC

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 \$900,000,000 or less.

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



Boyce Lundstrom
Member
by L.A. Uriarte as attorney-in-fact



Cristina Garcia-Felipineri
Member
by L.A. Uriarte as attorney-in-fact

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
MAR 20 PM 1:43

Date: March 20, 1998

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

H98000005444

Copyright © 1993-1998 CC

H98000005444

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

Boyce and Cristina Natural Clay LC

REGISTERED AGENT/OFFICE:

Luis Agramunt
80 SW 8th Street, Suite 2077
Miami FL 33130

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 20 PM

I agree to act as registered agent to accept service of process for the corporation 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: March 20, 1998

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

H98000005444

Copyright © 1993-1998 CC