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TO: DIVISION OF CORPORATIONS

FAX #: (850)922-4000

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PHONE: (305)541-3694

FAX #: (305)541-3770

NAME: MIRROD CORPORATION, L.C.

AUDIT NUMBER.....H98000006140

DOC TYPE.....LIMITED LIABILITY COMPANY

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 31, 1998

ANDREW CUEVAS, ESQ.
LAW OFFICES OF CUEVAS & RUBIN, P.A.
9200 S. DADELAND BLVD., SUITE 603
MIAMI, FL 33156

SUBJECT: MIRROD CORPORATION, L.C.
REF: W98000007123

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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 both the street address of the principal office and the mailing address of the limited liability company.

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) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H98000006140
Letter Number: 198A00017102

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ARTICLES OF ORGANIZATION OF MIRROD, L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, Florida Statute 608 - Florida Limited Liability Company Act, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be MIRROD, L.C., and its principal office and mailing address shall be located at 6522 West Atlantic Boulevard, Margate, FL 33063, Dade County, State of Florida. It shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while

Prepared by: Andrew Cuevas, Esq., Florida Bar No.: 992569, Law Offices of Cuevas & Rubin, P.A., 9200 S. Dadeland Blvd, Suite 603, Miami, FL 33156, Phone (305) 670-1144 Fax (305) 670-0407

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acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Names and Addresses:

Maria Del Rosario Rodriguez
Miriam Janeth Rodriguez De Ojalora

6522 West Atlantic Blvd., Margate, FL 33063
6522 West Atlantic Blvd., Margate, FL 33063

Prepared by: Andrew Cuevas, Esq., Florida Bar No.: 992569, Law Offices of Cuevas & Rubin, P.A., 9200 S. Dadeland Blvd, Suite 603, Miami, FL 33156, Phone (305) 670-1144 Fax (305) 670-0407

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ARTICLE V
MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI
CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$1,000.00 cash shall be paid to the limited liability company by the two members, with Miriam Janeth Rodriguez De Ojalora contributing \$800.00, and Maria Del Rosario Rodriguez contributing \$200.00. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make these contributions in percentages whereby 80% of the total contributed shall be made by Miriam Janeth Rodriguez De Ojalora, and 20% of the total contributed shall be made by Maria Del Rosario Rodriguez.

ARTICLE VII
PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits, with 80% percentage share determined and paid to Miriam Janeth Rodriguez De Ojalora, and 20% percentage share determined and paid to Maria Del Rosario Rodriguez. The distributive share of the profits shall be determined and paid to the members each year on the anniversary date of the commencement of business of the limited liability company, the month and day of the commencement date being the date of the filing of these Articles.

(b) Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in percentage shares exactly corresponding to that percentage share which such member is entitled to of the net profits of the business.

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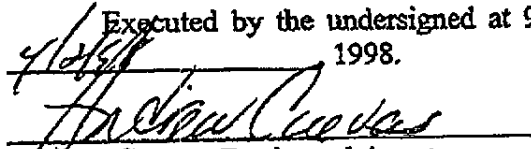
ARTICLE VIII
DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 6522 West Atlantic Boulevard; Margate, Florida 33063; Dade County, State of Florida. The initial registered agent is Andrew Cuevas, Esq., whose address is Cuevas and Rubin, P.A.; 9200 S. Dadeland Blvd., Suite 603; Miami, Florida 33156; Dade County, State of Florida.

The undersigned, being the Registered Agent, certifies that this instrument constitutes the proposed Articles of Organization of MIRROD, L.C.

Executed by the undersigned at 9200 S. Dadeland Blvd, Suite 603, Miami, FL 33156
1998.

Andrew Cuevas, Registered Agent

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TALLAHASSEE, FLORIDA

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Affidavit Of Membership And Contributions.

State of Florida]
County of Dade]

In compliance with Florida Statutes Section 608.407(2), the undersigned member or authorized representative of a member of MIRROD, L.C. deposes and says:

1. The limited liability company identified above has at least two members.
2. The total amount of cash contributed by the members is \$1,000.00.
3. If any, the agreed value of property other than cash contributed by the members is N/A.
4. The total amount of cash or property anticipated to be contributed by the members is \$1,000.00. This total includes the amounts from 2 and 3 above.

Andrew Cuevas
Andrew Cuevas, Authorized Representative

The foregoing instrument was acknowledged before me this ____ day of _____, 1998, by Andrew Cuevas on behalf of MIRROD, L.C., a limited liability company. He is personally known to me or has produced _____ as identification.

Jonathan H. Rubin
[Notary's signature]



JONATHAN H RUBIN
My Commission CC481885
Expires Oct 30, 1999
Bonded by HAI
800-422-1885

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SECRETARY OF STATE

My commission expires: _____

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Statement Designating Registered Agent And Office.

State of Florida]
County of Dade]

Pursuant to the provisions of Sections 608.415 and 608.407(1)(d) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is MIRROD, L.C.

The name of the registered agent for MIRROD, L.C. is Andrew Cuevas, Esq., and the street address of the company's principal office where the agent is located is Cuevas & Rubin, P.A., 9200 S. Dadeland Blvd, Suite 603, Miami, FL 33156.

This statement is to acknowledge that, as indicated above, MIRROD, L.C. has appointed me, Andrew Cuevas, Esq., as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated April 1, 1998.

Andrew Cuevas
Andrew Cuevas, Esq. - Registered Agent

The foregoing instrument was acknowledged before me this 4/1, 1998 by Andrew Cuevas, Esq., agent on behalf of MIRROD, L.C., a limited liability company. He is personally known to me or has produced _____ [type of identification] as identification.

Jonathan R. Rubin
Signature of Notary

My commission expires: _____



JONATHAN R RUBIN
My Commission CC481681
Expires Oct. 30, 1999
Bonded by HAI
400-492-1894

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SECRETARY OF STATE

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Prepared by: Andrew Cuevas, Esq., Florida Bar No.: 992569, Law Offices of Cuevas & Rubin, P.A., 9200 S. Dadeland Blvd, Suite 603, Miami, FL 33156, Phone (305) 670-1144 Fax (305) 670-0407

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REGULATIONS
OF
MIRROD, L.C.,
a Florida Limited Liability Company

ARTICLE I
MEMBERS' INTEREST IN COMPANY

Section 1. Certificates of membership interest. The company shall have the power to issue certificates of membership interest in registered form representing ownership of an interest in the company ("certificates"). The denominations of the certificates shall correspond to the amount of capital contributed by the member to the company. The certificate shall be transferable or interchangeable on presentation at the office of the company, properly endorsed or accompanied by an instrument of transfer and executed by the member or his or her authorized attorney, together with payment of any tax or governmental charge imposed upon the transfer of certificates. The company shall replace any mutilated, lost, stolen or destroyed certificate on proper identification, indemnity satisfactory to the company and payment of any charges incurred in the replacement. On a return of all or any portion of the capital of the company contributed by a member holding a certificate, the member shall surrender the certificate or certificates for appropriate adjustment prior to receipt of his or her capital contribution.

Section 2. Transfer of member's interest. An interest of a member in the company may be transferred or assigned by (a) transfer of a certificate, if certificates have been issued by the company, or (b) by any manner sufficient to transfer personal property under applicable law. However, if all of the other members of the company other than the member proposing to dispose of his or her interest do not approve of the proposed transfer or assignment by unanimous written consent, the transferee of the interest of the member shall have no right to participate in the management of the business and affairs of the 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.

ARTICLE II
MEMBER MEETINGS

Section 1. Annual meetings. Unless otherwise decided by resolution of the members, annual meetings of the members shall be held on the first Monday of January of each fiscal year of the company if not a legal holiday in the state in which the meeting shall be held, and if a legal holiday, then on the next business day following, beginning at 10:00 a.m., or at any other time and place as the members may decide by resolution and designate in the notice of the meeting. If the annual meeting or the election of a manager or managers is not held on the day designated in this Section, the members shall conduct the election a meeting of the members as soon as is convenient. The annual meeting shall be for the purpose of electing a manager or managers and for transacting any other business which may properly come before the meeting.

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