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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
PHONE: (305)541-3694

ACCT#: 072450003255

FAX #: (305)541-3770

NAME: TIMBA, L.C.

AUDIT NUMBER.....H98000013971

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 4

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ARTICLES OF ORGANIZATION
OF
TIMBA, L.C.

ARTICLE I - NAME

The name of the Limited Liability Company is: TIMBA, L.C.

ARTICLE II- ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 2898 Biscayne Boulevard, Miami, Florida 33137.

ARTICLE III- DURATION

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

ARTICLE IV- MANAGEMENT

The limited Liability Company is to be managed by the following member and the name and address of such managing members is:

Name

Address

Omar Martinez

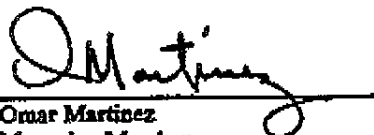
2898 Biscayne Boulevard
Miami, FL 33137

ARTICLE V - EFFECTIVE DATE

The effective date of formation of the Limited Liability Company is July 28, 1998.

IN WITNESS WHEREOF, the undersigned Managing Member has executed these Articles of Organization this 28th day of July, 1998.

Prepared:
Norman S. Weider, Esq.
100 S.E. 2 St. #3910
Miami, FL 33131
(305) 371-6338 - FL BAR #150388


Omar Martinez
Managing Member

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: TIMBA, L.C.
2. The name and address of the registered agent and office is:

Norman S. Weider, Esq.
100 S.E. 2nd Street
Suite 3910
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 PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.



NORMAN S. WEIDER, ESQ.

DATE: 7/28/98

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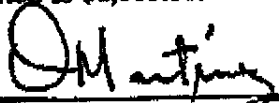
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA)

COUNTY OF DADE) SS:

The undersigned Managing Member of TIMBA, L.C. deposes and says:

1. The above named Limited Liability Company has at least one member.
2. The total amount of cash contributed by the Member is: One Hundred Dollars (\$100.00). It is anticipated that an additional Nine Hundred Dollars (\$900.00) in cash and other property shall be contributed by the Members. The total amount of the cash contributed and the cash and services to be contributed is \$1,000.00.


Omar Martinez, Managing Member

BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared this 28th day of July, 1998, OMAR MARTINEZ, as the Managing Member of TIMBA, L.C. who executed the foregoing instrument and who is personally known to me or who has produced a Florida driver's license, as identification, and who did take an oath.




Notary Public
State of Florida

Print Name: _____

My Commission Expires: _____

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