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NAME: MULTIFLOW TECHNOLOGIES, L.C.
AUDIT NUMBER.....H98000014316
DOC TYPE.....LIMITED LIABILITY COMPANY
CERT. OF STATUS..0 PAGES..... 5
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**ARTICLES OF ORGANIZATION OF
MULTIFLOW TECHNOLOGIES, L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liabilities 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 MULTIFLOW TECHNOLOGIES, L.C. (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company shall be 1611 W. 24th St., Miami Beach, Florida 33140.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved according to law or as provided in these Articles of Organization.

ARTICLE IV - BUSINESS PURPOSE

The Company may engage in any activity or business permitted under the laws of the State of Florida.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is John S. Tenenholtz, whose address is 520 Brickell Key Dr., Suite O-305, Miami, Florida 33131.

ARTICLE VI - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in the Affidavit of Membership and Contributions attached hereto.

ARTICLE VII - 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

This instrument was prepared by:
John S. Tenenholtz, Esq. FI Bar No.: 694665
520 Brickell Key Drive, Suite O-305
Miami, Florida 33131 (305) 374.3800

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determined by all 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 proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that 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 IX - MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with the law or these Articles of Organization. The name and address of the initial manager of the Company is Abraham Gutman, 1611 W. 24th St., Miami Beach, Florida 33140.

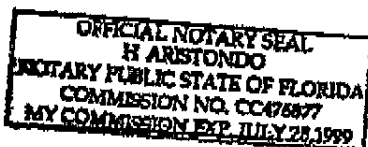
IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization, on this 31 day of July, 1998.


Abraham Gutman

STATE OF FLORIDA

COUNTY OF DADE

The foregoing Articles of Organization was acknowledged before me this 31 day of July, 1998 by Abraham Gutman as the organizer of Multiflow Technologies L.C., on behalf of the Company. He is personally known to me and did not take an oath.




Notary Public, State of Florida

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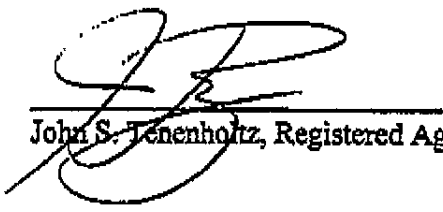
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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of MULTIFLOW TECHNOLOGIES, L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment of registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of a registered agent, and further acknowledges that he is familiar with and accepts the obligations of the position as registered agent.

Dated: July 30, 1998.


John S. Tenenholz, Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

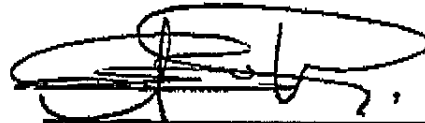
STATE OF FLORIDA:

: ss.

COUNTY OF DADE :

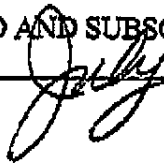
Abraham Gutman, being duly sworn, deposes and says:

1. That your affiant is a member of Multiflow Technologies, L.C., a limited liability company (the "Company").
2. The Company has at least two members.
3. The total amount of cash contributed by the members is \$100.00 and there is no other property other than cash contributed by the members.
4. At the present time there is no additional amount of cash or other property anticipated to be contributed by the members.

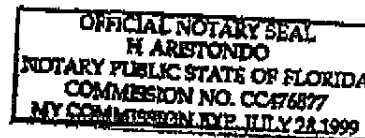


Abraham Gutman

31 SWORN TO AND SUBSCRIBED before me, in the County and State last aforesaid, on this day of July, 1998.



Notary Public, State of Florida



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