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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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NAME: FLORIDA LIMITED LIABILITY COMPANY

AUDIT NUMBER.....H98000014484

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

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**ARTICLES OF ORGANIZATION FOR
FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - NAME

The Name of the Limited Liability Company is **OXFORD USA, L.C.**

ARTICLE II- ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is **2520 S.W. 22nd Street, Suite 2312, Miami, Florida 33145**

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 members and the name(s) and address(es) of the managing member(s) are:

NAME

POST OFFICE ADDRESS

Ricardo Brugos

**2520 S.W. 22nd Street, Suite 2312
Miami, FL 33145**

Guillermo Martin

**2520 S.W. 22nd Street, Suite 2312
Miami, FL 33145**

Prepared By:

**ANDREW J. DE LA FUENTE
420 LINCOLN ROAD, SUITE 512
MIAMI BEACH, FL 33139
FL BAR NO.: 048054
(305) 538.3848**

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ARTICLE V- ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

No Right to admit additional members.

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ARTICLE VI- MEMBERS RIGHTS TO CONTINUE BUSINESS

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

No right to continue business.

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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 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 OXFORD USA, L.C.
- 2) The name and address of the registered agent and office is:

Andrew J. de la Fuente, located at 420 Lincoln Road Mall, Suite 512, Miami Beach, Florida 33139

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 proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

July 29, 1998



 ANDREW J. DE LA FUENTE
 (Registered Resident Agent)

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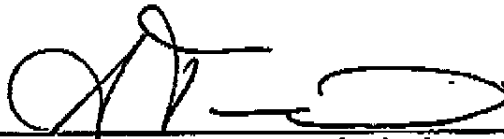
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of OXFORD USA, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is \$5,000.00.
- 3) if, any, the agreed value of property other than cash contributed by members is \$ None . A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by members is \$5,000.00. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalty of perjury that the facts stated herein are true.)

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