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NAME: HORIZONTE, L.C.

AUDIT NUMBER.....H98000016951

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FLORIDA DEPARTMENT OF STATE

Sandra B. Morton
Secretary of State

September 11, 1998

RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL
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SUBJECT: HORIZONTE, L.C.
REF: W98000020743

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The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

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**ARTICLES OF ORGANIZATION OF
NUEVO HORIZONTE, L.C.**

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, does hereby establish the following:

1. **Name.** The name of the limited liability company is NUEVO HORIZONTE, L.C.
2. **Duration.** The period of duration of the limited liability company is perpetual unless sooner dissolved as provided by statute.
3. **Purpose.** This limited liability company is organized for the purpose of engaging in any lawful business in which a limited liability company may engage under Florida law.
4. **Principal Place of Business and Mailing Address.** The address of its principal place of business, as well as the mailing address for this limited liability company is 2603 Davie Boulevard, Fort Lauderdale, Florida 33312.
5. **Registered Agent and Office.** The name and address of its initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles, is Jorge Acan, 8705 Escondida drive, West Palm Beach, Florida 33406.
6. **Initial Members.** The names of the initial members of the limited liability company and their addresses are as follows:

Pascuale Marmo
Ave Francisco Miranda, Callejon
Yanes, La California Norte, Caracas
Venezuela, S.A.

Jose Marmo
Ave Francisco Miranda, Callejon
Yanes, La California Norte, Caracas
Venezuela, S.A.

Mario Marmo
Ave Francisco Miranda, Callejon
Yanes, La California Norte, Caracas
Venezuela, S.A.

Bruno Marmo
Ave Francisco Miranda, Callejon
Yanes, La California Norte, Caracas
Venezuela, S.A.

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Claudia Marmo
Ave Francisco Miranda, Callejon
Yanes, La California Norte, Caracas
Venezuela, S.A.

Jorge Adan
8705 Escondida Drive
West Palm Beach, FL 33406

Erundina Adan
8705 Escondida Drive
West Palm Beach, FL 33406

7. **Admission of Additional Members.** Additional Members will be admitted only pursuant to the terms of the operating agreement to be entered into by the Members of the Company, or upon such other terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.
8. **Capitalization.** The capital contribution of the Members, having an agreed value totaling \$ 435,000, when contributed, shall consist of one hundred percent of the issued and outstanding stock in P.M.P. Investments, Inc., a Florida corporation, and shall be allocated as follows:

Pascuale Marmo	36.45%
Jose Marmo	13.35%
Mario Marmo	13.35%
Bruno Marmo	13.35%
Claudia Marmo	13.35%
Jorge Adan	3.22%
Erundina Adan	<u>6.93%</u>
	100%

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9. **Additional Liability of Members.** Additional capital contributions of the Members may be required, but only upon the vote of a majority of Members pursuant to the terms of an operating agreement to be entered into between the Members of this limited liability company.
10. **Continuity.** The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this limited liability company. The return of capital and the distribution of profits shall be determined from the limited liability company's books, as of the effective date of withdrawal, based on the provisions of the regulations, and paid as soon as practicable without diminishing the

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prospects of the limited liability company's ventures and subject to the limitations of Florida law.

11. **Management.** The business of the limited liability company shall be reserved to and conducted under the exclusive management of its Managers according to the provisions of an operating agreement to be entered into between the manager(s) and the members of the Company. The name and address of the initial Manager of the Company is as follows:

Jorge Adan
8705 Escondida Drive
West Palm Beach, FL 33406

Dated: SEPT. 18, 1998



Jorge Adan, Manager

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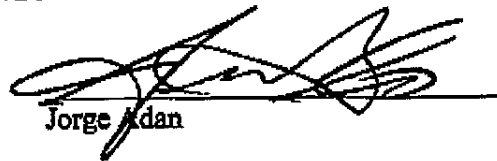
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CONSENT TO APPOINTMENT AND
ACCEPTANCE OF REGISTERED AGENT FOR
HORIZONTE, L.C.

Having been named Registered Agent and designated to accept service of process for HORIZONTE, L.C., at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 18th day of SEPTEMBER, 1998.


Jorge Adan

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
NUEVO HORIZONTE, L.C.

The undersigned Member or authorized representative of a Member of NUEVO HORIZONTE, L.C., deposes and says:

1. The above-named limited liability company has at least two (2) Members;
2. The total value of the property contributed by the Members is \$ 435,000; and
3. The Members have not contributed any cash, the property contributed by the members consists of stock in a Florida corporation known as P.M.P. Investments, Inc.
4. No additional cash or property is anticipated to be contributed by the member.

Dated: September 18, 1998



Jorge Adan, Manager

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