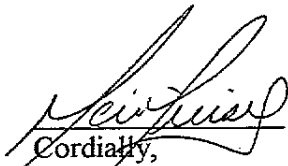


L98000002471

ATTN: Florida Department of State,

Please register the company "2K, L.L.C." If you need any assistance or have any concern you can contact me Mario Luisis at the phone number: (305) 530 8494 or mail any information at 601 Brickell Key Dr. suite 404 Miami, Florida 33131.


Cordially,
Mario Luisis.

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TALLAHASSEE, FLORIDA

L98-2471

Name Availability	<i>AL 1029</i>
Document Examiner	<i>AL</i>
Updater	<i>AL</i>
Updater Verifier	<i>AL</i>
Acknowledgment	<i>AL</i>
W. P. Verifier	<i>AL</i>



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 21, 1998

MARIO LUISIS
601 BRICKELL KEY DRIVE
SUITE 404
MIAMI, FL 33131

SUBJECT: 2K, L.L.C.
Ref. Number: W98000023861

We have received your document for 2K, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 098A00051884

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TALLAHASSEE, FLORIDA

ATTN: Florida Department of State,

This letter is to notify of the substitution the company "2k,L.L.C." that was rejected for a new name that it will be "2k Stores, L.L.C."

If you need any assistance or any information concerning this registration you can contact me at :

Phone # (305) 962-0245

Address 601 Brickell Key Dr. Suite 404 Miami Fl. 33131

E-mail mariol@cybermiami.com

Thank you,
Mario Luisis.

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

2K STORES, L.L.C

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

601 BRICKELL KEY DR. SUITE 404
MIAMI FL. 33131.

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be:

Thirty (30) YEARS.

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

- The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Rodolfo Luisis.
601 BRICKELL KEY DR. SUITE 404
MIAMI FL. 33131.

- The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

ARTICLE V - Admission of Additional Members:

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

NEW MEMBERS SHALL BE ADMITTED BASED ON A
MAJORITY VOTE OF THE THEN EXISTING MEMBERS.

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TALLAHASSEE, FLORIDA

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:

to maintain the viability and the integrity of all business operations, including, but not limited to, purchase and sales/marketing activities, collection of receivables, financial and legal affairs until a new majority of members is achieved.

ARTICLE VII - Affidavit of Membership and Contributions.

The undersigned member or authorized representative of a member of 2K Stores, L.L.C certifies:

- 1) the above named limited liability company has at least one member;
- 2) the total amount of cash contributed by the member(s) is \$ 1,000.00;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A;
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 1,000.00.

Rodolfo Luisis
Signature of a member or an authorized representative of a member.

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

Rodolfo Luisis
Typed or printed name of signee

Filing Fee: \$250.00 for Articles and Affidavit

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TALLAHASSEE, FLORIDA

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: 2k STORES, L.L.C.


2. The name and the Florida street address of the registered agent are:

MARIO LUISIS
NAME

601 BRICKELL KEY DR SUITE 404
Florida street address (P. O. Box NOT ACCEPTABLE)

MIAMI FL 33131
CITY, STATE AND ZIP

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 I am familiar with and accept the obligations of my position as registered agent.


SIGNATURE

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TALLAHASSEE, FLORIDA

Filing Fee: \$ 35 for Designation of Registered Agent