

L98000002658

LOW OFFICES
MONTELLO & KENNEY, P.A.

777 BRICKELL AVENUE
SUITE 1070
MIAMI, FLORIDA 33131
TELEPHONE (305) 373-0300
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November 5, 1998

FEDERAL EXPRESS

Secretary of State
Division of Corporations
Limited Partnership Section
409 East Gaines Street
Tallahassee, Florida 32314

100002682191--7

-11/06/98--01059--004
***285.00 ***285.00

Re: BEYOND TECH INTERNATIONAL, LLC (the "Company")

Ladies and Gentlemen:

Enclosed herewith please find two original sets of the Company's Certificate of Organization along with a check in the amount of \$285.00 representing the filing fee.

If you have any questions, please call us.

Sincerely,



Louis R. Montello

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 NOV -6 PM 3:40

FILED

CERTIFICATE OF ORGANIZATION
OF
BEYOND TECH INTERNATIONAL, LLC

ARTICLE I

Name

The name of the limited liability company is BEYOND TECH INTERNATIONAL, LLC (hereinafter called the "Company").

ARTICLE II

Duration

The existence of the Company shall be perpetual.

ARTICLE III

Principal Office

The mailing address and the street address of the principal office of the Company is 10435 NW 29th Terrace, Miami, Florida 33172.

ARTICLE IV

Initial Registered Office and Registered Agent

The street address of the Company's initial registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, City of Miami, County of Miami-Dade, and the name of its initial registered agent at such office is Louis R. Montello.

ARTICLE V

Restrictions on Membership and
Right to Continue After Withdrawal of a Member

Members shall have the right to admit new members by the consent of the members owning a majority of the interests in the Company. Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with the consent of the members owning a majority of the interests in the Company. Upon the occurrence of any event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business upon consent of the members owning a majority of the interests in the Company.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

Management

The Company is to be managed by managers, who shall serve as managers until the first annual meeting of members or until their successors are elected and qualified. The Company initial manager and his address is:

Ricardo Antonio Juan
10435 NW 29th Terrace
Miami, Florida 33172

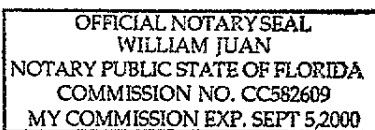
ARTICLE VII

Indemnification

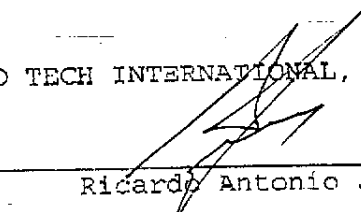
The Company shall indemnify and shall advance expenses on behalf of its members to the fullest extent not prohibited by any law in existence either now or hereafter.

The undersigned, being one of the original members of the Company, hereby certifies that the foregoing constitutes the Certificate of Organization of BEYOND TECH INTERNATIONAL, LLC

Executed by the undersigned at Miami, Florida, this 3rd day of November, 1998.

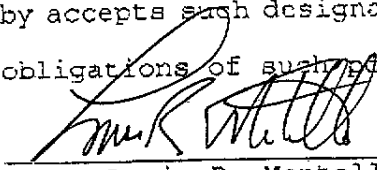


BEYOND TECH INTERNATIONAL, LLC


Ricardo Antonio Juan

ACCEPTANCE BY REGISTERED AGENT

NOV-4-98
William Juan
The undersigned, having been named the Registered Agent of BEYOND TECH INTERNATIONAL, LLC, hereby accepts such designation and is familiar with, and accepts, the obligations of such position.


Louis R. Montello,
Registered Agent

November 3, 1998

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98 NOV -6 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
FOR
BEYOND TECH INTERNATIONAL, LLC**

The undersigned member, of BEYOND TECH INTERNATIONAL, LLC (the "Company"), deposes and says:

1. The Company has at least two members.
2. The total amount of cash to be contributed by the Company's members is \$100.00.
3. No property other than cash has been contributed by the Company's members.
4. The execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



Ricardo Antonio Juan
Member

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

X STATE OF FLORIDA

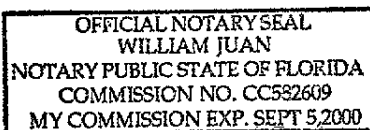
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 4th day of November, 1998, by Ricardo Antonio Juan, as a member of BEYOND TECH INTERNATIONAL, LLC, a Florida limited liability company. He is personally known to me or has produced a Florida driver's license as identification and did take an oath.



WILLIAM JUAN

Print, Type or Stamp Name of Notary



11a\adea\member1.aff

NOV -4-1998
William Juan