

L98000002766

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Robert Carneiro, L.C.

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- L.C. File
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ARTICLES OF ORGANIZATION

OF

ROBERTO CARNEIRO, L.C.

These Articles of Organization are made for the purposes of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608.

ARTICLE I - NAME

The name of this limited liability company is Roberto Carneiro, L.C. ("Company").

ARTICLE II - DURATION

The existence of this limited liability company shall commence upon the filing of these Articles with the Florida Department of State and shall continue the earlier of 45 years from the date these Articles are filed with the Florida Department of State or the occurrence of any of the events specified in Florida Statutes, Section 608.441, unless continued by the unanimous consent of all the remaining members.

ARTICLE III - PURPOSE

This limited liability company is organized for the transaction of any and all lawful business.

ARTICLE IV - POWERS

This limited liability company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business and the mailing address of the Company is 2333 S. Goldenrod Road, Orlando, Florida 32822, and the name and address of the initial registered agent of the Company are Sergio A. DeOliveira, 520 Hillcrest Road, Orlando, Florida 32803.

ARTICLE VI - CONTRIBUTIONS

Contributions of cash or property may be made from time to time to the Company upon agreement of all members.

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ARTICLE VII - ADMISSION OF MEMBERS

Additional members may be admitted from time to time upon the unanimous written consent of all members of the Company. The terms and conditions of such admissions shall be adopted by unanimous written consent of all the members of this Company.

ARTICLE VIII - TERMINATION OF MEMBERSHIP

If a member dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy or upon the occurrence of any other event which terminates the continued membership of the member in the Company, the remaining members may by unanimous written agreement, continue the business of the Company.

ARTICLE IX - MANAGEMENT OF THE COMPANY

The Company shall be managed by Sergio A. DeOliveira, 2333 S. Goldenrod Road, Orlando, Florida 32822, who shall serve as manager until and unless otherwise determined by the members of the Company at any meeting of the members or until his successor is elected and qualified to act in such capacity.

ARTICLE X - REGULATIONS

The members may adopt, alter, amend or repeal regulations containing provisions the management and regulation of the affairs of the Company, provided that such regulations are not inconsistent with the laws of the State of Florida or the Articles of Organization.

ARTICLE XI - DISSOLUTION

The Company shall be dissolved upon the occurrence of any of the following events:

- a. When the period established in Article II hereof for the duration of this limited liability company expires;
- b. By the unanimous written agreement of all members; or
- c. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership of a member, unless all of the remaining members of this limited liability company consent in writing to continue the Company.

ARTICLE XII - TRANSFER OF MEMBERSHIP INTEREST

No member may transfer his or her membership interest or any portion thereof without the prior written consent of all other members of the Company.

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ARTICLE XIII - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provisions containing these Articles of Organization or any amendment thereto.

IN WITNESS WHEREOF, the undersigned member executed these Articles of Organization effective as of the 18th day of November, 1998.

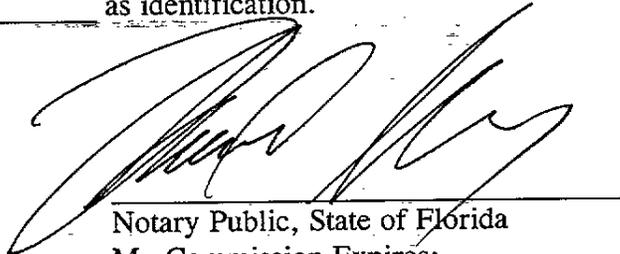
 (SEAL)
Sergio A. DeOliveira, Member

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 18th day of November, 1998, by Sergio A. DeOliveira, who is personally known to me or who produced _____ as identification.



MAURICE SHAMS
MY COMMISSION # CC460034 EXPIRES
August 18, 1999
BONDED THRU TROY FAIN INSURANCE, INC.



Notary Public, State of Florida
My Commission Expires:

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CERTIFICATE OF REGISTERED AGENT
AND REGISTERED OFFICE

ROBERT CARNEIRO, L.C.

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDESIGNED 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 ROBERT CARNEIRO, LC.
2. The name and address of the registered agent and office is Sergio A. DeOliveira, 520 Hillcrest Road, Orlando, Florida 32803.

HAVING BEEN NAMED AS REGISTERED AGENT 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 SUCH
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.

Date: 11-18-98



Sergio A. DeOliveira (SEAL)
Registered Agent of
Robert Carneiro, L.C.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF
ROBERTO CARNEIRO, L.C.

STATE OF FLORIDA
COUNTY OF ORANGE

The undersigned member deposes and says:

1. Roberto Carneiro, L.C. has at least two members;
2. The total amount of cash contributed by each of the members is \$1,000; no other property has been contributed by any member of the Company;
3. - The total amount of cash or property anticipated to be contributed by member(s) as of this date is \$1,000. This total includes amounts set forth in paragraph two above.

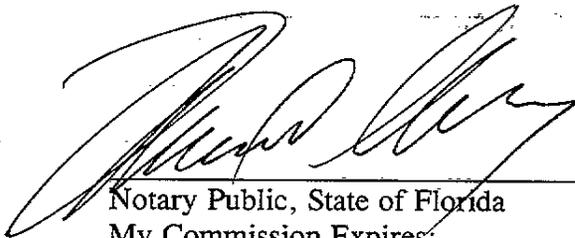
The undersigned confirms under penalties of perjury that the facts stated herein are true.

 (SEAL)
Sergio A. DeOliveira, Member
of Robert Carneiro, L.C.

The foregoing instrument was sworn to and subscribed before me this 18th day of November, 1998, by Sergio A. DeOliveira, who is personally known to me or who produced _____ as identification.



MAURICE SHAMS
MY COMMISSION # CC460034 EXPIRES
August 18, 1999
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public, State of Florida
My Commission Expires:

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