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BERMAN, WOLFE & RENNERT

FAX NO. 3053736036

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Division of Corporations

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Account Number : 076103002011

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LIMITED LIABILITY COMPANY

SWEETS OF LATIN AMERICA, L.C.

Name	
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(((H98000022127 8))) SWEETS OF LATIN AMERICA, L.C.

ARTICLES OF ORGANIZATION

ARTICLE I - Name

The name of the limited liability company is: SWEETS OF LATIN AMERICA, L.C.

ARTICLE II - Address

The mailing address and street address of the principal office of the limited liability company is:

2340 Prairic Avenue
Miami Beach, Florida 33140

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 and address of the managing members are:

Joseph C. Warren

2340 Prairie Avenue
Miami Beach, Florida 33140

Veronica Cisncros Delpech

Retorno Central Oriente No. 21-F
Col. Unidad Modelo
09089 Mexico, D.F.
Mexico

Alfredo Cruz Ramirez

Avenida Mexico 187 No. 902
Col. Hipodromo Condesa
06100 Mexico, D.F.
Mexico

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ARTICLE V - Admission of Additional Members

The remaining members only upon unanimous written consent shall have the right to admit additional members and the terms and conditions of the admissions shall be subject to all of the terms and conditions of the Articles of Organization and of the Operating Agreement.

ARTICLE VI - Members Rights to Continue Business

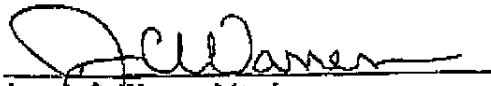
The remaining members of the limited liability company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company which shall be only upon the terms and conditions of the Operating Agreement as it exists at that time.

ARTICLE VII - Registered Agent/Office

The name and address of the original Registered Agent and Office is:

Joseph C. Warren
2340 Prairie Avenue
Miami Beach, Florida 33140

IN WITNESS WHEREOF, the undersigned member and manager has executed these Articles on November 24, 1998.


Joseph C. Warren, Member

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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: SWEETS OF LATIN AMERICA, L.C.
2. The name and address of the registered agent and office is:

Joseph C. Warren
2340 Prairie Avenue
Miami Beach, Florida 33140

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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.

November 24, 1998


Joseph C. Warren, Member

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SWEETS OF LATIN AMERICA, L.C.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of SWEETS OF LATIN AMERICA, 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 members is: \$52,000
3. The agreed value of consulting and administrative services contributed by members is: \$48,000
4. The amount of cash, services or property anticipated to be contributed by members is: \$100,000
This total includes amounts from 2 and 3 above.


Joseph C. Warren, Registered Agent

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.)

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