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Reply to: Miami Office

December 28, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

VIA FEDERAL EXPRESS

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-12/29/98--01061--008
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Re: E.P.C. America Of Colorado Limited Liability Company

Gentlemen:

Enclosed for filing is an original and one copy of Articles of Organization and Certificate of Designation of Registered Agent for the above-captioned Florida Limited Liability Company.

Also enclosed is our cost check for \$346.25, representing filing fee for Designation of Registered Agent fee, certified copy of the Articles and Affidavit, and Certificate of Status.

Enclosed is a pre-addressed stamped envelope.

Very truly yours,

LAMONT & NEIMAN, P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/29/98
Gregory M. Nordt

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5 pages

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

E.P.C. AMERICA OF COLORADO LIMITED LIABILITY COMPANY

ARTICLE II - Address:

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

3356 N.W. 78th Avenue
Miami, Florida 33122

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 a manager or managers and the names and addresses of such initial managers who are to serve as managers are:

EPC America Limited Liability Company
3356 N.W. 78th Avenue
Miami, Florida 33122

ARTICLE V - Admission of Additional Members:

The right of the members to admit additional members and the terms and conditions of the admissions shall by the written consent of all members.

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ARTICLE VI - Members Rights to Continue Business:

A majority in interest of the remaining members of the limited liability company may 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.

ARTICLE VII - Affidavit of Membership and Contributions

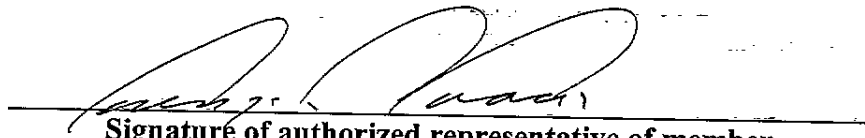
The undersigned member E.P.C. AMERICA OF COLORADO LIMITED LIABILITY COMPANY certifies:

- 1) the above named limited liability company has at least one member
- 2) the total amount of cash contributed by the member(s) is 100.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$-0-
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$-0-
- 5) the total amounts of 2, 3 and 4 is 100.00

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Signature of authorized representative of member
LORENZO L. LUACES

(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.)

IN WITNESS WHEREOF, THE PARTIES HERETO HAVE EXECUTED THESE ARTICLES OF ORGANIZATION.

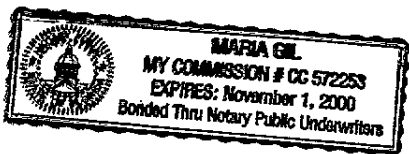
NAME/TITLE *Lorenzo L. Luaces*
Lorenzo L. Luaces, authorized representative of member

Before me personally appeared LORENZO L. LUACES, who to me known to be the person who executed the foregoing articles of organization.

In witness whereof, I have hereunto set my hand and seal on this 23⁽¹⁹⁹⁸⁾ day of December 1998.

Notary Public Signature: *Maria Gil*

My commission expires: 11/1/2000



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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 IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

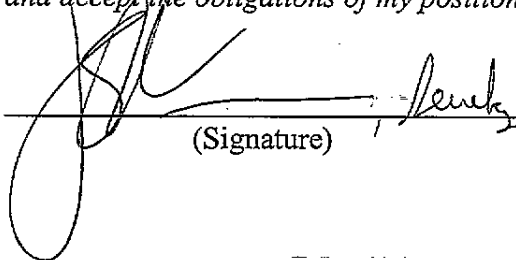
1. The name of the limited liability company is:

E.P.C. AMERICA OF COLORADO LIMITED LIABILITY COMPANY

2. The name and address of the registered agent and office is:

<u>LAMONT & NEIMAN, P.A.</u> (Name) One Biscayne Tower, Suite 3550 <u>Two South Biscayne Boulevard</u> (P.O. Box <u>Not Acceptable</u>) <u>Miami, Florida 33131</u> (City/State/Zip)	FILED SECRETARY OF STATE TALLAHASSEE, FLORIDA 98 DEC 29 PM 1:08
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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.



(Signature)

December 23, 1998

(Date)