

Division of Corporations

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LIMITED LIABILITY COMPANY

THE ENTEREX COMPANY, LLC

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 8, 1999

GUILLERMO FERNANDEZ-QUINCOCES, ESQ.
GUNSTER YOAKLEY VALDES-FAULI & STEWART,
2 SOUTH BISCAYNE BOULEVARD, SUITE 3400
MIAMI, FL 33131

SUBJECT: THE ENTEREX COMPANY, LLC
REF: W99000003087

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity cannot include "COMPANY." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

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Diane Cushing
Corporate Specialist

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

02/08/99 MON 09:55 [TX/RX NO 5021]

FAX AUDIT NO.: H99000002966

ARTICLES OF ORGANIZATION
OF
ENTEREX NUTRITIONALS, LLC

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

Article I
Name

The name of the limited liability company is ENTEREX NUTRITIONALS, LLC

Article II
Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article III
Nature of Business and Mailing Address

This Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's initial principal office is 4918 S.W. 74th Court, Miami, Florida 33155.

THIS DOCUMENT PREPARED BY:

Guillermo Fernandez-Quincoos, Esq.
Gunster, Yoakley, Valdes-Fauli & Stewart, P.A.
2 South Biscayne Boulevard, Suite 3400
Miami, Florida 33131
Tel: (305) 376-6093

Florida Bar No.: 0268658

FAX AUDIT NO.: H99000002966

Article IV
Initial Registered Office and Agent

The street address of the initial registered office of this Company is One Biscayne Tower - Suite 3400, 2 South Biscayne Boulevard, Miami, Florida 33131, and the name of the initial registered agent of this Company at that address is Valdes-Fauli Corporate Services, Inc.

Article V
Share Certificates

Each Member's interest in the Company shall be evidenced by a membership or share certificate. The amount of capital which the initial Members have committed as their initial capital contribution is One Thousand (\$1,000.00) Dollars. Additional capital contributions may be received and additional shares issued at such times and in such amounts as may be determined and allowed as provided in the Operating Agreement.

Article VI
Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the unanimous consent of all Members or as otherwise provided in the Operating Agreement of the Company.

Article VII
Continuation on Death, Retirement, Etc. of Members

The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this Company. The Company shall terminate upon the consent of all Members or as otherwise provided in accordance with the terms of the Operating Agreement.

Article VIII
Management

(a) Number. This company shall initially be managed by two (2) managers elected by the Members. The number of managers may be increased or diminished from time to time by the members. The managers hereby appointed by the members shall serve until the first annual meeting of the members, or until their successors are elected and qualify.

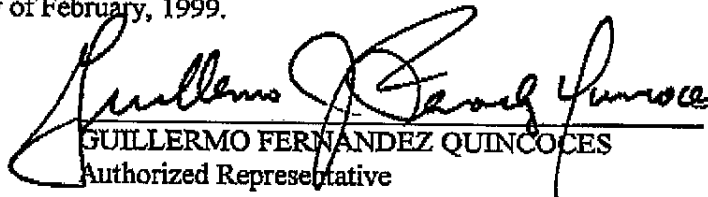
(b) Initial Manager. The name and street address of the initial managers of the company are:

<u>Names</u>	<u>Street Addresses</u>
ENRIQUE J. LOPEZ	4918 S.W. 74th Court Miami, Florida 33155
MARIANO MACIAS	4918 S.W. 74th Court Miami, Florida 33155

Article XI
Amendment


This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial members has executed these Articles the 5th day of February, 1999.


GUILLERMO FERNANDEZ QUINCOCES
Authorized Representative

STATE OF FLORIDA)
) SS.:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 5th day of February, 1999, by GUILLERMO FERNANDEZ-QUINCOCES, who is personally known to me and who did not take an oath.


Notary Public, State of Florida at Large

My Commission Expires:



ASTRID BUTTARI
COMMISSION # CC 660883
EXPIRES JUL 1, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Valdes-Fauli Corporate Services, Inc.

By: 
Mark J. Scheer, Vice President

Dated: February 5, 1999

FAX AUDIT NO.: H99000002966

AFFIDAVIT

STATE OF FLORIDA)
 : SS
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared GUILLERMO FERNANDEZ-QUINCOCES ("Affiant"), on behalf of the Members of ENTEREX NUTRITIONALS, LLC, a limited liability company ("ENTEREX"), who, deposes and states that:

1. ENTEREX has at least one member.
2. The total initial capital contributions and anticipated capital of the initial members of ENTEREX is One Thousand (\$1,000.00) Dollars.
3. Except for the cash stated in No. 2 above, there shall be no property contribution made, or anticipated to be contributed, by the members.

FURTHER AFFIANT SAYETH NAUGHT.


GUILLERMO FERNANDEZ-QUINCOCES
Authorized Representative

The foregoing instrument was acknowledged before me this 5th day of February, 1999, by GUILLERMO FERNANDEZ-QUINCOCES, who is personally known to me and who did not take an oath.


Notary Public, State of Florida at Large

My Commission Expires:



ASTRID BUTTARI
COMMISSION # CC 660883
EXPIRES JUL 1, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.

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