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ARTICLES OF ORGANIZATION

OF

MILLENNIUM WORLD LLC

SECRETARY OF ST DIVISION OF CORPOR-

The undersigned, for the purpose of forming a limited liability company undersigned the Florida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be **MILLENNIUM WORLD LLC**, ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 49 Northeast 22nd Street, Miami, Florida 33137 and the mailing address shall be the same.

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 30 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to export and import new and used cars and parts and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.



<u>ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT</u>

The initial address of registered office of this Company is Spiegel & Utrera, P.A., at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Company is Spiegel & Utrera, P.A., 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 7 - MANAGEMENT

The Managers of the Company shall be:

Operating Manager:

Anton Hauner Hergenroederstrasse Anton Hauner Hergenroederstrasse

Secretary: Treasurer:

Anton Hauner Hergenroederstrasse

whose addresses shall be the same as the mailing address of the Company.

SECRETARY OF STATE DIVISION OF CORFORATION

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ARTICLE 8 - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

<u>ARTICLE 9 - TERMINATION OF EXISTENCE</u>

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

ARTICLE 10 - MEMBERS

The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the Company are:

Anton Hauner Hergenroederstrasse 49 Northeast 22nd Street Miami, Florida 33137 SECRETARY OF STALE
DIVISION OF CORPORATIONS

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IN WITNESS WHEREOF, The undersigned, an authorized representative of the members, has made and subscribed these Articles of Organization at Coral Gables, Florida, for the foregoing uses and purposes, this February 18, 1999.

Elsie Sanchez, Authorized Representative of the Members

Elsi Sand

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF ORGANIZATION

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

Spiegel & Utrera, P.A.

Natalia Utrera, Vice President

SECRETARY OF STATE DIVISION OF CORPORATIONS

ARTLIMES

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS OF MILLENNIUM WORLD LLC

The undersigned member or authorized representative of a member of MILLENNIUM WORLD LLC deposes and says:

- 1. the above named limited liability company has at least one member.
- 2. the total amount of contributions of the member(s) to MILLENNIUM WORLD LLC is as follows:

2.1	Cash:	\$1,000.00

2.2 Property: \$0.00
A description of the property is attached and made a part hereof.

2.3	Promissory Note:	\$0.00
2.4	Services Rendered:	\$0.00

Services to be Performed:

3.3

3. the total amount of other obligations to contribute to MILLENNIUM WORLD LLC is as follows:

3.1	Cash:	\$0.00	
3.2	Property:	\$0.00	
	A description of the hereof.	property is attached	and made a part

\$0.00

Signature of a member or authorized representative
(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.)

Elsi Sanchez

Typed or printed name of above signee



PROPERTY EXHIBITS

Description of the Property Listed in 2.2 of the Affidavit of Membership and Contributions of MILLENNIUM WORLD LLC is as follows:

NONE

Description of the Property Listed in 3.2 of the Affidavit of Membership and Contributions of MILLENNIUM WORLD LLC is as follows:

NONE

DIVISION OF CORPORATIONS

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