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LIMITED LIABILITY COMPANY

JOMARO, L.L.C.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 25, 1999

ROY R. LUSTIG, ESQ.
2600 DOUGLAS ROAD, SUITE 911
CORAL GABLES, FL 33134SUBJECT: JOMARO, L.L.C.
REF: W99000004785

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

You must also list the addresses of the members in section 7.

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Diane Cushing
Corporate SpecialistFAX Aud. #: B99000004681
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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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ARTICLES OF ORGANIZATION
OF
JOMARO, L.L.C.

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

1. Name. The name of the limited liability company is JOMARO, L.L.C. ("Company").
2. Duration. The Company shall exist from the date of filing these Articles with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

3. Mailing Address and Street Address. The Company's mailing and street address is 804 Ocean Drive, Miami Beach, Florida 33139.

4. Registered Agent and Office. The name of the initial registered agent of the Company is Roy R. Lustig. The street address of the initial registered agent of the company is 2600 Douglas Road, Suite 911, Coral Gables, Florida 33134.

5. Additional Members. Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.

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

Prepared by: Roy R. Lustig, Esq.
Fla. Bar No. 280070
2600 Douglas Road, Suite 911
Coral Gables, Florida 33134
(305) 442-1731

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7. Management of the Company. The management of the limited liability company is reserved to the members. The following person will initially be the managing members:

1. Roberto Can
2. MRF USA, Inc.; and
3. George Napoleon Pacheco

Addresses for all three parties above, is in care of Roy R. Lustig, Esq
2600 Douglas Road, Suite 911, Coral Gables, FL 33134

8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization on February 25, 1999.

MRF USA, INC., a Florida corporation,

BY: 

MARCO NORMA, President

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION OF
LIMITED LIABILITY COMPANY**

The undersigned member or authorized representative of a member of JOMARO, L.L.C.,
deposes and says:

1. The above named Limited Liability Company has three (3) initial members and the
agreed value of the property contributed by each member is allocated next to their name and the
description of the property as described below:

- | | | | |
|----|-------------------------|--------------|--|
| a. | Roberto Can | \$100,000.00 | Cash |
| b. | MRF USA, INC., | \$100,000.00 | Value, technical knowledge,
expertise and use of licensed
name |
| c. | George Napoleon Pacheco | \$100,000.00 | Value, leasehold interest and
improvements |

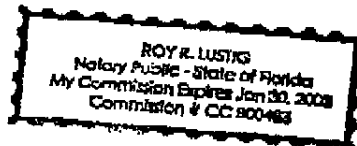
The address for all three parties is in
care of : Roy R. Lustig, Esq
2600 Douglas Road, Suite 911, Coral
Gables, FL 33134


MARCO NORMA, President
MRF USA, INC.

SWORN TO AND SUBSCRIBED before me on this 25th day of February, 1999.


Print Name:

NOTARY PUBLIC, State of Florida at Large



C:\MyFiles\JOMARO LLC.wpd

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

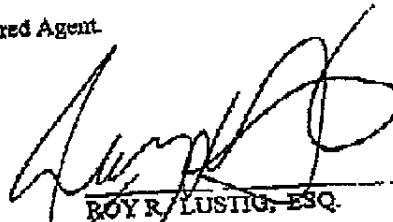
Pursuant to the Provisions of Section 608.415, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designation of the Registered Office/Registered Agent, in the State of Florida.

1. The name of the Limited Liability Company is: JOMARO, L.L.C.
2. The name and address of the Registered Agent and office is:

Roy R. Lustig, Esq.
2600 Douglas Road
Suite 911
Coral Gables, Florida 33134

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.

Dated this 25th day of February, 1999.


ROY R. LUSTIG, ESQ.

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