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Florida Department of State

Division of Corporations

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To:

Division of Corporations
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From:

Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

ALAB, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$337.50

SL 4.7.99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 5, 1999

NELSON SLOSBERGAS, ESQUIRE
501 BRICKELL KEY DRIVE
SUITE 400
MIAMI, FL 33131

SUBJECT: ALAB, L.L.C.
REF: W99000008100

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 document must contain the entity's complete mailing address.

The affidavit must set forth the amount of the cash and a description and the agreed value of property other than cash contributed by the members, and the amount anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

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Letter Number: 699A00017122

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ARTICLES OF ORGANIZATION

of

ALAB, L.L.C.,
a Florida Limited Liability company

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business for the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be ALAB, L.L.C. and its principal office and mailing address shall be 501 Brickell Key Drive, Suite 400, Miami, Florida 33131, County of Dade, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

Prepared by:

Nelson Slosbergas, Esquire
Slosbergas & Fernandez, L.L.P.
501 Brickell Key Drive, Suite 400
Miami, FL 33131
Florida Bar No. 378887

(305) 374-0038

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3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company, powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agents, nominee or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen or extend the property and commercial interest of the property and to aid assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liabilities companies for profit.
6. To do everything necessary, proper and advisable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statements of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and

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powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV

MANAGEMENT

The management of this limited liability company is reserved to its member whose name and address is as follows:

PHOENIX OVERSEAS DEVELOPMENT LIMITED, a British Virgin Island corporation

Sea Meadow House, Blackburne Highway

P.O. Box 116, Road Town, Tortola, British Virgin Island

ARTICLE V

MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A members interest in the limited liability company may not be sold or otherwise transferred except as provided herein.

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On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI

CAPITAL CONTRIBUTION

Capital contributions in the amount of \$10,000.00 cash shall be paid to the limited liability company by the member. Additional contributions will be made as required for investment purposes.

ARTICLE VII

DURATION

The limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VIII

REGISTERED AGENT AND REGISTERED OFFICE

The address of the registered office of the limited liability company is 501 Brickell Key Drive, Suite 400, Miami, Florida 33131. The name of the company's registered agent is Nelson Slosbergas whose address is 501 Brickell Key Drive, Suite 400, Miami, Florida 33131.

The undersigned being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of ALAB, L.L.C.

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Executed by the undersigned at Miami, Florida, on April 5, 1999

MEMBER:

PHOENIX OVERSEAS DEVELOPMENT LTD.,
a British Virgin Island corporation

By: _____
Teresita Bregolat, for its Director
ARMAN CORPORATE SERVICES LIMITED,
a British Virgin Island corporation

STATE OF FLORIDA)
 :SS.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 5th day of April, 1999, by Teresita B. Castro, as the attorney-in-fact of Arman Corporate Services Limited, the sole director of **PHOENIX OVERSEAS DEVELOPMENT LTD.,** a British Virgin Island corporation, on behalf of said corporation.



Guadalupe Hernandez
My Commission CC813879
Expires February 18, 2001

Guadalupe Hernandez
NOTARY PUBLIC, State of Florida at Large
NOTARY: Guadalupe Hernandez
My Commission Expires: _____

Personally Known _____ OR Produced Identification X
Type of Identification Produced: Florida Driver's License

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned corporation, Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida.

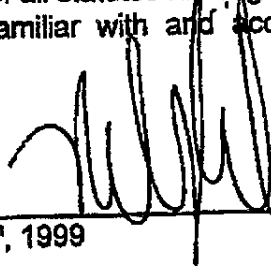
1. The name of the corporation is: ALAB, L.L.C.
2. The name and address of the Registered agent is: Nelson Slosbergas, 501 Brickell Key Drive, Suite 400, Miami, FL 33131.

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed 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:

Date:

April 5th, 1999



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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
of**

**ALAB, L.L.C.,
a Florida Limited Liability company**

The undersigned member and authorized representative of ALAB, L.L.C., a Florida limited liability company, deposes and says:

1. The above named limited liability company has one member.
2. The total amount of cash contributed by the member is \$10,000.00.
3. There is no property other than cash contributed by the member.
4. The total amount of cash or property anticipated to be contributed by the member is \$10,000.00. This total includes amounts from 2 and 3 above.

Executed by the undersigned at Miami, Florida, on April 5, 1999.

Member:

**PHOENIX OVERSEAS DEVELOPMENT LTD., a British
Virgin Island corporation**

By: 
Teresita Bregolat, for its Director
ARMAN CORPORATE SERVICES LIMITED,
a British Virgin Island corporation

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