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Account Name : EMPIRE CORPORATE KIT COMPANY  
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Phone : (305) 541-3694  
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LIMITED LIABILITY COMPANY

a america holdings, llc

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

May 5, 1999

STEVEN H. NATURMAN, ESQ.  
NATURMAN & JOBLOVE, P.A.  
9500 S. DADELAND BLVD., SUITE 610  
MIAMI, FL 33156

SUBJECT: A AMERICA HOLDINGS, LLC  
REF: W99000010537

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Cathy Mitchell  
Corporate Specialist

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ARTICLES OF ORGANIZATION  
OF  
GAIRA LLC

Pursuant to the appropriate provisions of the Florida Limited Liability Company Act, Florida Statutes Chapter 608, the undersigned limited liability company, GAIRA LLC (the "Company") adopts the following Articles of Organization by unanimous consent of all members entitled to vote on this matter.

ARTICLE I - NAME

The name of the Company is GAIRA LLC.

ARTICLE II - PURPOSE

The Company is organized for the purpose of transacting any and all lawful business.

ARTICLE III - DURATION

The Company shall exist perpetually unless sooner dissolved by the members.

ARTICLE IV - ADDRESS

The mailing and street address of the Company is 2305 NW 107th Avenue Miami, FL 33172.

ARTICLE V - MANAGEMENT

The Company is to be managed by the members and the name and addresses of the managing member is:

Carlos del Corral  
2305 NW 107th Avenue  
Miami, FL 33172

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the members to admit additional members and the terms and conditions of the admissions are that the members must unanimously approve the admission of additional members and the terms under which they will be admitted.

Prepared by:  
Steven H. Naturman, Esq.  
Naturman & Joblove, P.A.  
9500 S. Dadeland Blvd., Ste. 610  
Miami, Florida 33156  
(305) 670-8353  
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ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS

Should there be any remaining members of the Company, they can continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member upon the terms and conditions as provided in the Company Regulations.

ARTICLE VIII - REGISTERED AGENT

The Registered Agent of the Company is Carlos del Corral, 2305 NW 107th Avenue, Miami, FL 33172.

ARTICLE IX - MEMBER PROPERTY

Private property of the members shall not be subject to the payment of the Company's debts.

We, the undersigned, as the members of the Company agree, adopt, approve and consent to the above Articles of Organization this \_\_\_\_ day of \_\_\_\_\_, 1999.

GAIRA LLC

By:   
Carlos del Corral, Member

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned members of GAIRA LLC (the "Company") depose and say:

1. The Company has one (1) member.
2. The total amount of cash contributed by the member is as follows:

Carlos del Corral: \$100.00

3. The agreed value of the property other than cash contributed by the members is:

Carlos del Corral: \$0

4. The total amount of cash or property anticipated to be contributed by the members is \$100.00. This total includes amounts from 2 and 3 above.

By:   
Carlos del Corral, Member

The execution of this affidavit is made in accordance with Fla. Stat. § 608.408(3) and constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

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