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May 21, 1999

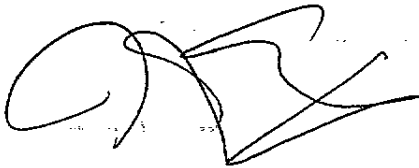
Registration Section
Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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****293.75 ****293.75

Dear Sir or Madam:

Enclosed is an original and one (1) copy of the proposed Articles of Organization of Elenstil, L.L.C. Also enclosed is a check for \$293.75, which includes the \$250.00 Filing Fee for Articles of Organization and Affidavit, \$35.00 for Designation of Registered Agent, and \$8.75 for a Certificate of Status.

Sincerely,



Mark Kwas
Attorney

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-28-99

Articles of Organization
of

ELENSTIL, L.L.C.

a Florida Limited Liability Company

The undersigned natural persons acting as organizers of a limited liability company under the State of Florida Limited Liability Company Act, Chapter 608, Florida Statutes, adopt the following Articles of Organization for such Limited Liability Company.

Article 1. Name of Limited Liability Company. The name of this Limited Liability Company is ELENSTIL, L.L.C.

Article 2. Registered Office and Registered Agent. The initial registered office of this Limited Liability Company and the name of its initial registered agent at this address are:

Richard Harary
8345 Foxworth Circle
Orlando, Florida 32819.

Article 3. Statement of Purposes. This Limited Liability Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes, as the same may be amended from time to time.

Article 4. Management and Names and Addresses of Initial Members. The management of this Limited Liability Company is reserved to the members. The names and addresses of its initial members are:

Richard Harary
8345 Foxworth Circle
Orlando, Florida 32819

Samy Selim Harary
Rua Baroneza De Itu No. 605
Apartamento #91
Higienopolis
CEP 01231-001
Sao Paulo, Sao Paulo
Brazil

Vitor Roberto Harary
Rua Baroneza De Itu No. 605
Apartamento #91
Higienopolis
CEP 01231-001
Sao Paulo, Sao Paulo
Brazil

Article 5. Principal Place of Business of the Limited Liability Company. The principal place of business and mailing address shall be: 8345 Foxworth Circle, Orlando, Florida 32819.

Article 6. Period of Duration of the Limited Liability Company. The period of duration of the Limited Liability Company shall be perpetual. The unanimous approval of the remaining members is required to continue the business of this Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that

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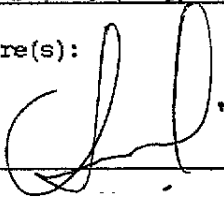
terminates the continued membership of a member in this Limited Liability Company.

Article 7. Admission of Additional Members. The existing members of this Limited Liability Company must approve admission of new members by a unanimous vote. Upon such approval, new members shall be accorded all rights associated with membership in this Limited Liability Company.

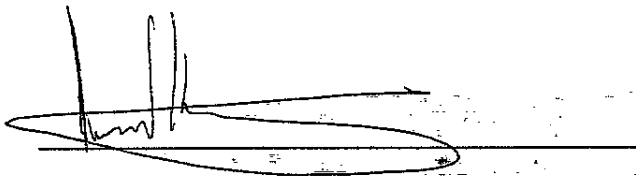
These Articles of Organization have been executed by the undersigned members or authorized representatives of the members on the date indicated.

Date: 5/19/99

Signature(s):



SAMY SELIM HARARY, Member of **ELENSTIL, L.L.C.**



RICHARD HARARY, Member of **ELENSTIL, L.L.C.**

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

OF

ELENSTIL, L.L.C.

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

- (1) The above named Limited Liability Company has at least two members.
- (2) The total amount of cash contributed by the members is \$100.00.
- (3) The agreed value of property other than cash contributed by the members is \$0.
- (4) The amount of cash or property anticipated to be contributed by the members is \$250,000 or less.

Further Affiant sayeth naught.



Richard Harary, Member of **ELENSTIL, L.L.C.**

In accordance with section 608.403(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Date: May 19, 1999

Prepared by: Attorney Mark Kwas
Fla. Bar# 0978035
7600 Southland Boulevard, Suite 100
Orlando, Florida 32809
(407) 330-7815

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED
OFFICE OF ELENSTIL, L.L.C.

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

1. The name of the Limited Liability Company is: **ELENSTIL, L.L.C.**
2. The name and address of the registered agent and office is:

Richard Harary
8345 Foxworth Circle
Orlando, Florida 32819.

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.

Signature: 

Richard Harary, Organizer and Member, **ELENSTIL, L.L.C.**

Date: May 19, 1999.

Prepared by:

Attorney Mark Kwas
Fla. Bar# 0978035
7600 Southland Boulevard, Suite 100
Orlando, Florida 32809
(407) 330-7815

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