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Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 541-3694
Fax Number : (305) 541-3770

LIMITED LIABILITY COMPANY

PROVIDENCE CAPITAL, L.C.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$337.50

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F.L.H.

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - Name

The name of the Limited Liability Company is **PROVIDENCE CAPITAL L.C.**

ARTICLE II- Address

The mailing address and street address of the principal office of the Limited Liability Company is:

340 Harbor Drive
Key Biscayne, Florida 33149

ARTICLE III- Duration

The period of duration for the Limited Liability Company shall be to the year 2025.

ARTICLE IV - Management

The Limited Liability Company is to be managed by a manager or managers and the names and addresses of such managers who are to serve as managers are:

Mr. Nelson Calle
340 Harbor Drive
Key Biscayne, Florida 33149

Mr. Carlos Orrogo
1925 Brickell Avenue
Brickell Place Phase II
Apt D612
Key Biscayne, Florida 33129

John O. Sutton P.A.
2655 LeJeune Road, PH11
Coral Gables, Fla. 33134
(305) 448-1295
Fla. Bar No. 245380

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ARTICLE V - Admission of Additional members

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be upon unanimous consent in writing of the two existing members.

ARTICLE VI - Members Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be to continue uninterrupted and unimpeded as a viable "Limited Liability Company".

Respectfully submitted this 8th day of June 1999.


NELSON CALLE, Member


CARLOS ORREGO, Member

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

OF

PROVIDENCE CAPITAL L.C.

State of Florida)
)ss:
County of Dade)

CARLOS ORREGO, being duly sworn deposes and says:

1. Affiant is a member of the above-styled limited liability company.
2. The above named limited liability company has at least two members.
3. The total amount of cash contributed by the members is \$200,000.00.
4. If any, the agreed value of the property other than cash contributed by the members

is none. .

5. The amount of cash or property anticipated to be contributed by the members is \$200,000.00. (See 1 above).

6. The total amounts of 2, 3 and 4 is \$200,000.00.


Signature of a member or authorized representative of a member
CARLOS ORREGO

(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)

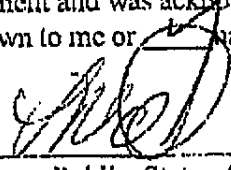
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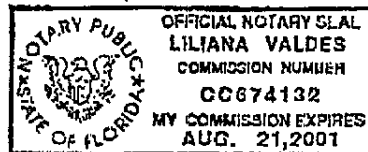
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State of Florida)
)ss:
County of Dade)

The foregoing is a true and correct statement and was acknowledged before me on June 8, 1999 by Carlos Orrego. He _____ is personally known to me or _____ has produced identification and did take an oath.



Notary Public, State of Florida
My Commission Expires: (Seal)



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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES THE UNDERSIGNED LIMITED LIABILITY COMPANY 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 PROVIDENCE CAPITAL L.C.
2. The name and address of the registered agent and office is:

JOHN O. SUTTON c/o JAMERSON SUTTON SURLAS & MULLIN LLP
2655 LeJeune Road, Penthouse II
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.


(Signature)

6/23/99

(Date)

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