

L99000003571

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

millennium XXI, A
limited liability company

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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7 pages

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- ___ Fictitious Search _____
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
MILLENNIUM XXI, A LIMITED LIABILITY COMPANY.**

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99 JUN 17 PM 2:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

ARTICLE I-NAME

*The name of the limited liability company shall be **MILLENNIUM XXI, L.L.C.** referred to these in these Articles of Organization as the "Company."*

ARTICLE II-ADDRESS

The mailing address and street address of the principal office of the Company shall be 1569 Northwest 82nd Avenue, Miami, Florida 33126.

ARTICLE III-DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV-REGISTERED OFFICE AND AGENT

The registered office of the Company in the State of Florida is 1569 Northwest 82nd Avenue, Miami, Florida 33126. The Company's registered agent is Israel Ramirez.

ARTICLE V- ORGANIZER

The organizer of the Company Israel Ramirez, a natural person at least eighteen (18) years old.

ARTILCE VI-PURPOSE AND POWERS

This Company is organized with for the purpose of transacting any and all lawful business and has all powers provided by law and may use those powers to any lawful purpose.

ARTICLE VII- CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

ARTICLE VIII-ADDITIONAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company on the unanimous consent of all members.

ARTICLE IX-ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve the proposed transfer by unanimous written consent.

ARTICLE X-TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

ARTICLE XI-MANAGEMENT

The Company shall be managed by its members in accordance to the regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the managing members of the Company shall be:

ISRAEL RAMIREZ
*1569 Northwest 82nd Avenue
Miami, Florida 33126*

and

RAFAEL LUIS FAZIO MOLINA
*Vitacura 6390
Santiago, Chile*

IN WITNESS WHEREOF, the undersigned organizer has subscribed to these Articles of Organization at Miami, Dade County, Florida, on this 8th day of February, 1999.

Israel Ramirez
Name of Organizer
ISRAEL RAMIREZ

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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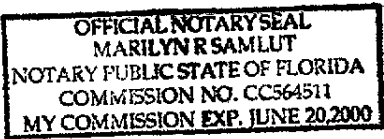
STATE OF FLORIDA)
SS:)
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, Israel Ramirez, personally appeared, who is personally known to me to be the person who executed the foregoing Articles of Organization or who produced the following identification PERSONALLY KNOWN TO ME and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 8th day of February, 1999.

Marilyn R Samlut
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:



IN COMPLIANCE WITH SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE 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.

FIRST--THAT MILLENNIUM XXI, L.L.C. DESIRING TO ORGANIZE
(Name of L.L.C.)

QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF

MIAMI, STATE OF FLORIDA, HAS NAMED ISRAEL RAMIREZ
(City) (Name of Registered Agent)

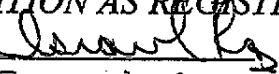
LOCATED AT 1569 Northwest 82nd Avenue CITY OF Miami, STATE OF
(Office of Registered Agent)

FLORIDA AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE 
ISRAEL RAMIREZ

TITLE MEMBER
DATE February 8, 1999

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, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE 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 February 8, 1999

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SECRETARY OF STATE
ALLIANCE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of **MILLENNIUM XI, 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 \$5,000.00.
- 3) If any, the agreed value of property other than cash contributed by members is \$0.
- 4) The total amount of cash or property anticipated to be contributed by members is \$5,000.00. This includes amounts from 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER,

Dated this 8 day of February, 1999.



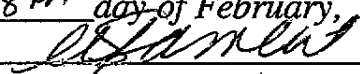
 ISRAEL RAMIREZ

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
 SS:)
 COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, Israel Ramirez, personally appeared, who is personally known to me to be the person who executed the above and foregoing or who produced the following identification personally known to me and he acknowledged before me that he executed this Affidavit.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 8th day of February, 1999.



 NOTARY PUBLIC, STATE OF FLORIDA
 AT LARGE

My commission expires:

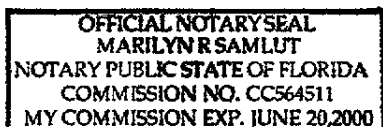


EXHIBIT "A"