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LIMITED LIABILITY COMPANY

AMERIVEN INVESTMENTS, L.L.C.

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ARTICLES OF ORGANIZATION

OF

AMERIVEN INVESTMENTS, L.L.C.

a Florida Limited Liability Company

ARTICLE I
NAME

The name of this Limited Liability Company is

AMERIVEN INVESTMENTS, L.L.C. (the "Company").

ARTICLE II
PURPOSE

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat. as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

ARTICLE III
ADDRESS

The mailing and street address of the Company's principal place of business is 3389 N.W. 97 Avenue, Miami, Florida 33172.

Prepared by: JESUS F. BUJAN, ESQUIRE
782 N.W. Lejeune Road, Suite 530
Miami, Florida 33126
(305) 442-1439
Florida Bar No. 401560

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ARTICLE IV
DURATION

The period of duration of the Company shall be perpetual. The remaining members are given the right to continue the business of the limited liability company 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, upon a meeting and unanimous vote within sixty days of said event(s) to continue said business.

ARTICLE V
MANAGEMENT

The management of the Company shall be reserved to the members. The members shall have the power and the authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company.

ARTICLE VI
MEMBERS

The names and addresses of the initial members are as follows:

Sergio Sanchez
3389 N.W. 97 Avenue
Miami, Florida 33172

Pablo Rey
3389 N.W. 97 Avenue
Miami, Florida 33172

ARTICLE VII
ADMISSION OF NEW MEMBERS

The members shall not have the right to admit new members to the Company. New members may come into the Company only upon the agreement of those members owning at least one hundred percent (100%) of the interest in the Company and upon such terms and conditions as the existing members may unanimously agree.

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ARTICLE VIII
MEMBER VOTING

A. Member Voting. All members of the Company shall be entitled to vote on matters relating to the Company. Each Member's vote shall be weighted in accordance with the Regulations of the Company.

B. Additional Contributions. The Members shall make additional capital contributions from time to time, as required by the Regulations adopted by the Company.

ARTICLE IX
ADOPTION OF REGULATIONS

The members shall adopt Regulations for the Company, which Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

ARTICLE X
AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles may be amended at any time by a resolution adopted by the members, in conformity with the Regulations permitting said amendment, at any annual or special meeting.

ARTICLE XI
INITIAL ADDRESS OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT

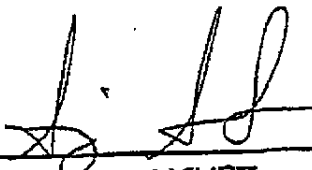
The street address of the initial registered office of this limited liability company in the State of Florida is 3389 N.W. 97 Avenue, Miami, Florida 33172. The Members may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

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The initial Registered Agent is designated as Sergio Sanchez. The Registered Agent of the limited liability company may be changed at any time by a vote of the Members without an amendment of these Articles.

THESE ARTICLES OF ORGANIZATION have been executed by the undersigned member or authorized representative of the member this 13 day of JULY, 1999.



SERGIO SANCHEZ

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
OF AMERIVEN INVESTMENTS, L.L.C.

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:

AMERIVEN INVESTMENTS, L.L.C.

2. The name and address of the registered agent and office is:

Sergio Sanchez
3389 N.W. 97 Avenue
Miami, Florida 33172

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.


Sergio Sanchez

7/13/99
(Date)

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

OF

AMERIVEN INVESTMENTS, L.L.C.

The undersigned member or authorized representative of a member of Ameriven Investments, 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 each member(s) is \$5,000.00
- (3) If any, the agreed value of property other than cash contributed by member(s) is
A description of the property is attached and made a part hereto.
- (4) The amount of cash or property anticipated to be contributed by member(s) is \$30,000.00
- (5) The total amounts of 2, 3, and 4 is: \$35,000.00

Further affiant sayeth naught.



SERGIO SANCHEZ

Signature of a member or authorized
representative of a member

(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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