

199000005386

(305) 751-8934

August 23, 1999

Department of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation
To Be Filed.

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Organization and Certificates Designating Place of Business, and a money order for filing fees for the following:

No	Company Name	CK /MO#	Amount
1.	BLUE STAR USA, L.L.C.	127	\$285.00
	TOTAL		\$285.00

Please file both the Articles and Certificate of Designation for the corporation and return a filed copy of each document to the following:

Jeannette G. Andrews-Thompson, Esq.
Tools For Change
6015 NW 7th Ave.
Miami, Florida 33127

Thank you for your attention to this matter.

Sincerely,
TOOLS FOR CHANGE

Jeannette G. Andrews-Thompson, Esq.
Legal Department

Encls.

99 AUG 26 AM 10:51

SECRETARY OF STATE
DIVISION OF CORPORATIONS

mt
8/30

900002971429--3
-08/26/99--01082--016
****285.00 ****285.00

ARTICLES OF ORGANIZATION

OF

BLUE STAR USA, L.L.C.

The undersigned member for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopts the following Articles of organization:

ARTICLES I: NAME

The name of the Limited Liability Company is BLUE STAR USA, L.L.C. hereinafter referred to as the "L.L.C".

ARTICLE II: ADDRESS

The address of the principal office of the L.L.C. is 7805 Bayshore Court, Suite #6 , Miami, FL 33138 and the mailing address is P.O. Box 380093, Miami, FL 33238.

ARTICLE III: DURATION

The period of duration for the L.L.C. shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE

The purpose for which the L.L.C. is organized is to engage in any and all lawful business for which L.L.C.s may be organized under Chapter 608, Florida Statute.

ARTICLE V: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the L.L.C.'s initial registered office is 7805 Bayshore Ct. Suite #6, Miami, FL 33138; and the registered agent at that office is PATRICK A. GILOT.

ARTICLE VI: MANAGEMENT

The management of the L.L.C. shall be vested in its members in proportion to their contributions to the capital of the L.L.C., as adjusted from time to time to properly reflect any additional contributions or withdrawals by the members.

ARTICLE VII: MEMBERS

The names and current addresses of the L.L.C. members are:

PATRICK A. GILOT
7805 Bayshore Ct. Suite #6
Miami, FL 33138

SERAFINO TRONA
Avenida Luis Battle Berres 8301
C.P. 12600 - Montevideo, Uruguay

99 AUG 26 AM 10:51

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLE VIII: ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the L.L.C. only by the written consent of each member.

ARTICLE IX: MEMBERS RIGHT TO CONTINUE BUSINESS

The right of the remaining members of the L.L.C. to continue the business on the death, retirement, resignation, expulsion, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the L.L.C. shall be determined by the written consent of the remaining members, except that the business shall not be continued if the L.L.C. has fewer than two members.

ARTICLE X: AFFIDAVIT OF MEMBERSHIP CONTRIBUTION

The undersigned member of BLUE STAR USA, L.L.C. certifies that the above named L.L.C. has at least one member. The total amount of cash contribution by the members is Twenty Thousand Dollars (\$20,000.00). No other property was contributed to the L.L.C.

In accordance with section 608.408(3), Florida Statute, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.


PATRICK A. GILOT, Member

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE
REGISTRATION
99 AUG 26 AM 10:51

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED

Pursuant to the provisions of Chapters 608.415 or 608.507 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First--That BLUE STAR USA, L.L.C. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of organization in the City of Miami, County of Miami-Dade, State of Florida, has named PATRICK A. GILOT at 7805 NE Bayshore Ct. Suite #6, in the City of Miami, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

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.

BY: 

PATRICK A. GILOT

DATE: 8-23-89