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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. ADV COMPANY, L.L.C.

(Corporation Name)

(Document #)

2. (Corporation Name)

(Document #)

3. (Corporation Name)

(Document #)

4. (Corporation Name)

(Document #)

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<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
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DIVISION OF CORPORATIONS

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 31, 1999

LAZARUS

SUBJECT: ADV COMPANY, L.L.C.
Ref. Number: W99000020259

We have received your document for ADV COMPANY, L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6043.

Shawn Logan
Document Specialist

Letter Number: 099A00043487

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
FOR
ADV COMPANY, L.L.C

PREAMBLE

We, the undersigned, do hereby associate under the following Articles, for the purpose of forming a limited company under the laws of the State of Florida.

ARTICLE I

The name of the limited company shall be:

ADV COMPANY, L.L.C.

ARTICLE II

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

2200 S.W. 1ST AVENUE
MIAMI, FLORIDA 33129

ARTICLE III
GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

- (1) To engage in any activity or business pertained under the laws of the State of Florida, except business governed by other regulatory statutes.

ARTICLE IV
LIMITED LIABILITY COMPANY POWERS

This Company shall have all powers now and hereafter granted Limited Liability Companies for profit under the laws of the State of Florida, including, but not limited, to power to:

- (1) Make and enter into all contracts necessary and proper for the conduct of its business.
- (2) Conduct business, have one or more Members with interest in the L.L.C., or more officers, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal (tangible and intangible) property or any interest therein of any nature whatsoever, in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and foreign countries.
- (3) Purchase the corporate assets of any corporation and engage in the same character of business.
- (4) Acquire, take, hold, sell and dispose of patents, copyrights, trademarks, and any licenses or other assets or interests thereunder or therein.
- (5) Acquire, take, hold, sell and convey such property as may be

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necessary in order to obtain or secure payment of any indebtedness or liability to it.

- (6) Guarantee, endorse, purchase, deal in, hold, sell, transfer, mortgage, exchange, pledge or otherwise dispose of, alone, in syndicate, or otherwise in conjunction with others, the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority in this state or any other state or government and, while owner thereof, exercise all the rights, powers and privileges of ownership, including voting rights.
- (7) Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as its Management may deem necessary or expedient and shall authorize and agree upon, issue and sell of pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, including obligations which are convertible into the capital stock of the corporation, and execute such mortgages and other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and Management may deem expedient; and
 - (a) Provide in such instruments for transferring Company property of every kind and nature then belonging to or thereafter acquired by it, as security for any bonds, notes, debenture or other evidence of indebtedness issued or debts or sums of money owing by it; and
 - (b) Provide in case of the sale of any property by virtue of any such instrument of or any foreclosure, the party acquiring title shall have the same rights, privileges, grants, franchises, immunities and advantages, in and by such instruments enumerated or conveyed, as belonged to and were enjoyed by it.
- (8) Lend and advance money, extend credit, take notes and any kind or nature of evidence of indebtedness therefor.
- (9) Make gifts for educational, scientific or charitable purposes.
- (10) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding:
 - (a) Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Company any to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director, officer, employee, or agent of the corporation, or of any other corporation, partnership, joint venture, trust, or other enterprise which he served as such at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit, proceeding, or any appeal therein, if such person acted in good

faith and in the reasonable belief that such action was in the best interest of the corporation, and in criminal actions or proceedings, without reasonable ground or belief that such action was unlawful. The termination of any such action, suit, or proceedings by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the corporation or that he had reasonable grounds for belief that such action was unlawful;

- (b) By or in the right of the Company to procure a judgment in its favor by reason of his being or having been a director, officer, employee or agent of the corporation, or of any other corporation, partnership, joint venture, trust or other enterprise which he served as such at the request of the corporation, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection to an appeal therein, such person acted in good faith and in the reasonable belief that such action was in the best interest of the corporation. Such person shall not be entitled to indemnification in relation to matters as to negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that the court, administrative agency, or investigative body before which such action, suit, or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.
 - (c) To the extent that member with interest in the L.L.C., management, officer, employee, or agent of the company as been successful on the merits or otherwise in defense of any action, suite, proceeding referred to in Paragraph (a) or (b) or in any defense of any claim, issue, or matter therein, he shall be indemnified against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him/her in connection therewith.
 - (d) If a determination is made that indemnification of the director, officer, employee, or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in Paragraph (a) or (b), unless indemnification is ordered by the tribunal before which such action, suit, or proceeding is held. Such determination shall be made either by the Members with interest in the L.L.C., who were not parties to such action, suit or proceeding.
- (11) Pay expenses incurred in defending any action, suit or proceeding in advance of the final disposition of such action, suit, or proceeding as authorized in the manner provided in Paragraph (d) or Subsection (10) upon receipt of an undertaking by or on behalf of the member, officer,

employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized by this section.

- (12) Indemnify any person, if the requirements of Subsections (10) and (11) are met, without affecting any other rights to which those indemnified may be entitled under agreement, vote of disinterested Members with interest in the L.L.C., both as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Member, officer, employee or agent of the L.L.C., and shall inure to the benefit of the heirs, executors and administrators of such a person.
- (13) Purchase and maintain insurance on behalf of any person who is or was a member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of Subsection (12).
- (14) Enter into general partnerships, limited partnerships (whether the L.L.C., be a limited or general partner), joint ventures, syndicates, pools, associations, and other arrangements for carrying on one or more of the purposes set forth in its Articles of Organization, jointly or in common with others, so long as the participating corporation, person, or association would have power to do so alone.

ARTICLE V CONTRIBUTIONS

The total value of all cash and other property contributed initially is as follows:

<u>NAME</u>	<u>CONTRIBUTION</u>
Gustavo Artunduaga	\$1,000,000.00
Silvia Duarte	\$ 30,000.00
Luis Valderrama	\$ 50,000.00

ARTICLE VI TERMS OF EXISTENCE

This company shall exist for a period of 25 years.

ARTICLE VII
MEMBERS WITH INTEREST IN L.L.C. AND MANGEMENT

- (1) The business of this Corporation shall be conducted by the following Management Group designated by the Members with interest in the L.L.C., for such purpose. Corporate action shall be approved by a vote of two of the three members of the management Group.
- (2) The names and street addresses of the Management Group as appointed herein who shall hold office for the first year of its existence or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>MANAGEMENT POSITION</u>	<u>ADDRESS</u>
Gustavo Artunduaga	Manager	2200 SW 1 st Avenue Miami, FL 33129

ARTICLE VIII
STREET ADDRESS AND DESIGNATION OF REGISTERED AGENT

ADV COMPANY, L.L.C., desiring to organize under the laws of the State of Florida, has designated its principal and mailing address to be: 2200 S.W. 1st Avenue, Miami, Florida 33129. The name and address of the registered agent is: Robert Wayne-1225 SW 87th Avenue, Miami, Florida 33174

ARTICLE IX
ORGANIZING MEMBERS OF THE L.L.C.

GUSTAVO ARTUNDUAGA
2200 S.W. 1ST AVENUE
MIAMI, FLORIDA 33129

SILVIA DUARTE
2200 S.W. 1ST AVENUE
MIAMI, FLORIDA 33129

The name and street address of the person signing these Articles of Organization is:

NAME

GUSTAVO ARTUNDUAGA
2200 S.W. 1ST AVENUE
MIAMI, FLORIDA 33129

ADDRESS

SILVIA DUARTE
2200 S.W. 1ST AVENUE
MIAMI, FLORIDA 33129

ARTICLE X
ADMISSION OF NEW MEMBERS

The Company shall admit new members as follows:

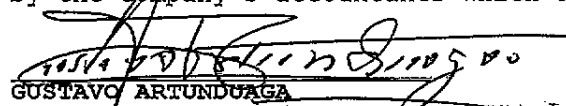
All existing new members shall first receive notice of the intent to admit a new member. Such notice shall be in writing and sent out ten (10) days prior to the date the new member intends to join. Upon the 10th day or any time set in the written notice, all existing members shall vote to allow the new member to join. It is agreed that a vote of 66% of the existing members of record shall be necessary to ratify the acceptance of a new member. It shall be a condition that such new member deposit a sum equal to the

percentage of paid in capital the new member is to be assigned.

Such deposit shall be made before said new member shall be considered for membership in escrow with the attorneys designated by the company at the time notice is sent to the existing members of record. Acceptance of the new member shall constitute immediate authority of the company attorney to deposit all sums into the company's account and said amount shall be designated (additional) paid in capital.

ARTICLE XI
CONTINUANCE OF MEMBERSHIP AND RIGHTS OF MEMBER IN CASE OF TERMINATION

In case of death, retirement, resignation or dissolution of a member or the occurrence of any event which terminates the continued membership of a member in the limited company, the remaining members shall have the right to continue operating the company as if the member still was a participating member. Upon such occurrence the former member of his heirs, designee, trustee, or person shall be entitled to receive the percentage of profit or losses effective for the end of the distributing period which shall be conclusive. At the end of such distribution period, the former member, its/his/her heirs, estate, designee or trustee shall be entitled to receive the corresponding percentage of ownership of said member at the ten current value payable in five (5) equal installments. Current value shall be defined by the company's accountants which determination shall also be final.

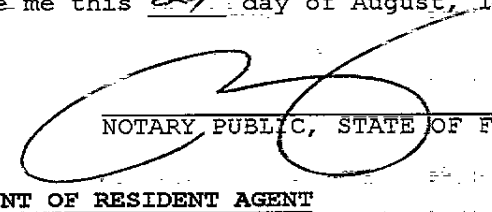

GUSTAVO ARTUNDUAGA
ORGANIZING MEMBER/MANAGER


SILVIA DUARTE
ORGANIZING MEMBER

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority personally appeared GUSTAVO ARTUNDUAGA AND SILVIA DUARTE, to me well known to be the persons who executed the above foregoing Articles of Organization for ADV COMPANY, L.L.C., and being by me first duly sworn, depose and state that they executed the same for the purposes therein expressed.

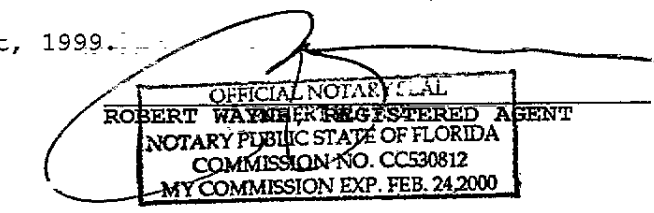
SWORN TO AND SUBSCRIBED before me this 27 day of August, 1999.


NOTARY PUBLIC, STATE OF FLORIDA

ACKNOWLEDGEMENT OF RESIDENT AGENT

I, ROBERT WAYNE, having been named to accept service of process for ADV COMPANY, L.L.C., a Florida Limited Company, at 1225 S.W. 87TH Avenue, Miami, Florida 33174. I hereby accept to act in this capacity, accepting the duties as registered agent and agree to comply with the provisions of said act relative to keeping open said office.

Dated this 27 day of August, 1999.


OFFICIAL NOTARY SEAL
ROBERT WAYNE REGISTERED AGENT
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC530812
MY COMMISSION EXP. FEB. 24, 2000

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member of authorized representative of a member of ADV COMPANY, L.L.C., deposes and states:

1. The above named limited liability company has at least 1 member.
2. The total amount of cash contributed by the member(s) is \$1,080,000.00
3. If any, the agreed value of property other than cash contributed by member(s) is \$ -0-
4. A description of the property is attached and made a part hereto. (n/a)
5. The total amount of cash or property anticipated to be contributed by member(s) \$1,080,000.00. This total includes amounts from 2 and 3 above.


GUSTAVO ARTUNDUAGA


SILVIA DUARTE