

SAENZ, ROBLEDO, SAX & COMPANY, P.A.
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS
8180 N.W. 36 STREET #100 MIAMI, FLORIDA 33166-6600
Telephone: 305 477-6969 • Fax: 305 597-9199
Email: consult@sarp.com

L9900005575

EDUARDO S. GONZALEZ, C.P.A.
ANTHONY ROBLEDO, C.P.A.
RAUL M. SAENZ, C.P.A.
ROBERT J. SAX, C.P.A.
SHIBBIR H. SONGERWALA, C.P.A.
CIRA H. VILLAZON, C.P.A.

August 30, 1999

FT. LAUDERDALE OFFICE
1244 N. University Drive
Plantation, Florida 33322
Telephone: 954 370-2727
Fax: 954 370-2776

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-08/31/99--01080--002
****293.75 ****293.75

SUBJECTS: CASA COLONIAL, L.L.C.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

△ \$70.00
Filing Fee

△ \$78.75
Filing Fee
& Certificate

△ \$122.50
Filing Fee
& Certified Copy

△ \$293.75
Filing Fee
Certified Copy
& Certificate

FILED

ADDITIONAL COPY REQUIRED

Our office would like to request these finalized documents be returned to us by Airborne Express due to the urgent nature of this transaction. We have enclosed an airbill for your convenience and would appreciate your assistance in handling this matter.

FROM: Saenz, Robledo, Sax & Company, P.A.

8180 N.W. 36 Street. #100

Miami, Florida 33166

305-477-6969

L99-5575

Name	<i>[Signature]</i>
Availability	<i>[Signature]</i>
Document	<i>[Signature]</i>
Printer	<i>[Signature]</i>
Editor	<i>[Signature]</i>
Reviser	<i>[Signature]</i>
Verifier	<i>[Signature]</i>
Acknowledgment	<i>[Signature]</i>
W. P. Ver	<i>[Signature]</i>

ARTICLES OF ORGANIZATION
OF
CASA COLONIAL, L.L.C.

TO: THE HONORABLE SECRETARY OF THE STATE OF FLORIDA:

The undersigned do hereby make, subscribe, acknowledge and file the following articles for the purpose of becoming a Limited Liability corporation under the laws of the State of Florida.

ARTICLE I.

The name, principal office address and mailing address of the limited liability corporation shall be:

CASA COLONIAL, L.L.C.
2131 N.W. 79th Ave.
Miami, Fl., 33122

ARTICLE II.

The general nature of the business to be transacted by the limited liability corporation shall be as follows:

To conduct the business of importing and distributing and to perform all acts as may be necessary to accomplish the foregoing purpose of the corporation.

To carry on such business at one or more locations in this State or other states and foreign countries; to enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm association or corporation.

To issue bonds, debentures or obligations of the company from time to time for any of the objects and purposes of the company, and to secure the same by mortgage, pledge, deed of trust or otherwise.

To buy, sell issue, lease, manufacture and generally trade in all kinds of goods, wares and merchandise at wholesale and retail; to purchase and acquire, sell, lease, deal and trade in real property of every class and description whether as principal on its own account or as agent, factor or broker for others.

To purchase or otherwise deal in all kinds of property of whatsoever nature, whether real, personal or mixed, or any interest or rights therein without limits as to amounts; to buy, sell, assign,

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TAMPA FLORIDA

convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate and the negotiating of loans; to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or otherwise.

To do all such things as are incidental or conducive to the premises, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated or incidental to the powers herein made or which shall at any time appear conducive or expedient for the protection or benefit of the limited liability corporation.

No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all powers now, or which may be conferred upon limited liability corporations under the laws of the State of Florida, are hereby included and prayed for.

In general, to carry on any other incidental business in connection with the foregoing and to have and exercise all the powers conferred by the laws of Florida upon corporations of this character.

ARTICLE III.

Capital Contributions in the amount of \$ 10,000.00 shall be paid or delivered to the limited liability company by the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE IV.

All of the limited liability companies powers shall be exercised by or under the authority of, and the business and affairs of this company shall be managed under the direction of, the members of this company. This article may be amended from time to time in the regulations of the company by a unanimous vote of the members.

ARTICLE V.

Management of the limited liability company shall be reserved to its members, whose names and addresses are attached hereto as "Membership List."

ARTICLE VI.

This limited liability company shall exist until December 31, 2030, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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TREASURY
FLORIDA

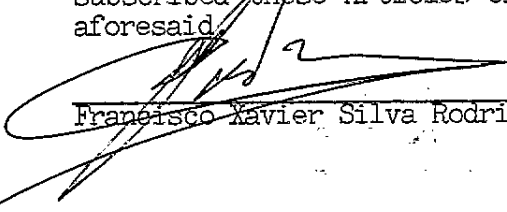
ARTICLE VII.

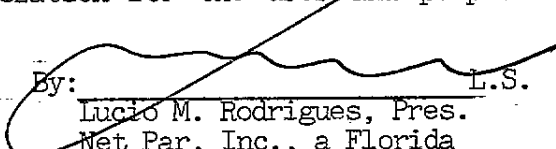
Members shall have the right to admit new members by unanimous consent. Contributions of the new members shall be determined at the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

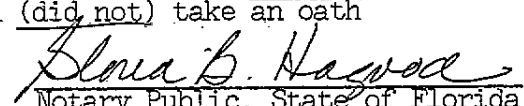
IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Organization for the uses and purposes aforesaid.


Francisco Xavier Silva Rodriguez

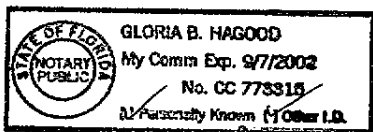
By:  L.S.
Lucio M. Rodrigues, Pres.
Net Par, Inc., a Florida
Corporation
(Document # 97000101434)

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 27th day of August, 1999 by Lucio M. Rodrigues & Francisco Xavier Silva who is (are) personally known to me or who produced PASSPORT #940002 Rodriguez as identification and who did (did not) take an oath


Gloria B. Hagood
Notary Public, State of Florida
at Large

My Commission Expires:




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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

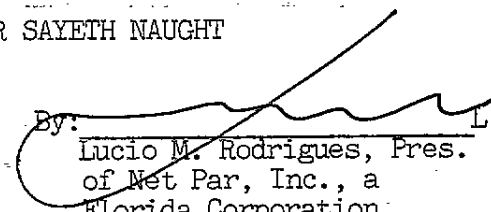
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF,
CASA COLONIAL, L.L.C.

In compliance with Florida Statutes section 608.407(2), the undersigned members of Casa Colonial, L.L.C. deposes and says:

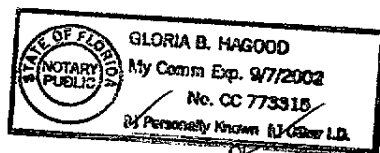
1. The above named limited liability company has two members.
2. The total amount of cash contributed by the members is \$10,000.00.
3. If any, the agreed value of property other than cash contributed by the members is \$ -0-
4. The total amount of cash or property anticipated to be initially contributed by the members is \$10,000.00 . This total includes the amounts from 2 and 3 above.

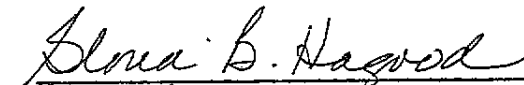
AFFIANT FURTHER SAYETH NAUGHT


Francisco Xavier Silva Rodriguez

By:  L.S.
Lucio M. Rodrigues, Pres.
of Net Par, Inc., a
Florida Corporation
(Document # 97000101434)

The foregoing instrument was acknowledged before me this 27th day of August, 1999 by Lucio M. Rodrigues & Francisco Xavier Silva who is a member or agent on behalf of Casa Colonial, L.L.C., a limited liability company. He is personally known to me or he produced PASSPORT # 9400612 as identification.




Notary signature

GLORIA B. HAGOOD
Print Name.

SECRETARY OF STATE
LABORATORY

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FILED

MEMBERSHIP LIST
of Casa Colonial, L.L.C.

Net Par, Inc.
A Florida Corporation
(Document # 97000101434
2131 N.W. 79th Ave.
Miami, FL., 33122

Francisco Xavier Silva Rodriguez
Rua Direita 166
Tiradentes
Minas Gerais
Brazil, 36325-000

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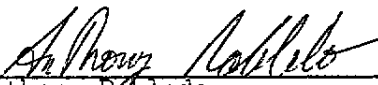
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE OF
CASA COLONIAL, L.L.C.

Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned, Anthony Robledo, does hereby certify that he is the Registered Agent for Casa Colonial, L.L.C., a Florida Limited Liability Corporation, and he hereby agrees to accept said appointment and act as the registered agent, with his registered office at:


8180 N.W. 36th St.
Suite 100
Hialeah, Florida, 33166.



Anthony Robledo
Registered Agent

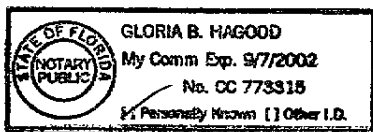
STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 27th day of August, 1999 by Anthony Robledo who is personally known to me or who produced as identification and who did (did not) take an oath



Notary Public, State Of Florida

My Commission Expires:



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09 AUG 31 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA