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LIMITED LIABILITY COMPANY

GIUMA L.L.C.

L99-8148

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**ARTICLES OF ORGANIZATION
FOR
GIUMA L.L.C.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I

NAME

The name of the Limited Liability Company is: GIUMA L.L.C.

ARTICLE II

DURATION

The period of duration for the Limited Liability Company shall be thirty (30) years subject to the rights of the beneficial owners to extend this term from time by unanimous vote.

ARTICLE III

PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 9153 SW 72 Ave Suite T 8, Miami, FL 33156

ARTICLE IV

PURPOSE

The Limited Liability Company is organized for the purpose of transacting any and all lawful business authorized to Limited Liability Company organized in the State of Florida.

ARTICLE V

MEMBER CERTIFICATES

The Limited Liability Company is authorized to issue Certificates of Beneficial Interest with no-par value.

ARTICLE VI

REGISTERED AGENT AND REGISTERED OFFICE

The name and Florida street address of the registered agent are:

GIULIANO CARRAFELLI

9153 SW 72 AVENUE Suite T 8 MIAMI, FL 33156

ARTICLE VII

INITIAL CAPITAL CONTRIBUTION

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The total initial capitalization of Giuma, L.L.C. is Five Hundred and No/100 Dollars (\$500.00). Each initial member subscribes for one (1) certificate at the agreed capital contribution amount. Each initial member's capital contribution is to be paid to the company in the sum of Five Hundred Dollars (\$500.00).

ARTICLE VIII
ADMISSION OF ADDITIONAL MEMBERS

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be that additional members may be admitted by a majority consent.

ARTICLE IX
MEMBER RIGHT TO CONTINUE BUSINESS

The right, if given, of the remaining members of the Limited Liability Company to continue the business 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 of the Limited Liability Company shall be that the continuation shall be subject to unanimous consent of the members.

ARTICLE X
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and addresses of such managers who are to serve as manager are:

Giuliano Carrafelli Suite T 8
9153 SW 72 Avenue
Miami, FL 33156

ARTICLE XI
AMENDMENT

The members reserve the right to amend or repeal any provisions contained in these Articles of Organization or any amendment thereto. Any right conferred upon a member is subject to this reservation. The amendment shall be signed and sworn to by all members and an amendment adding a new member shall be signed also by the member to be added.

ARTICLE XII
REGULATION OF THE COMPANY

The power to adopt, alter, amend, or repeal the regulations of Giuma L.L.C. shall be vested in the members of the company.

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ARTICLE XIII
RESTRICTION ON TRANSFER

No member may transfer or assign his interest in this Limited Liability Company except upon unanimous consent of existing members.

ARTICLE XIV
CAPITAL CONTRIBUTION REDUCTIONS OR WITHDRAWALS

Property or cash of this company may be utilized to pay a member who has demanded his contribution in the manner prescribed by and provided in the regulations of the company.

ARTICLE XV
INITIAL MEMBERS


The initial members and organizing members of Giuma L.L.C., are as follows:

Giuliano Carrafelli

Suite T 8
9153 SW 72 Avenue
Miami, FL 33156

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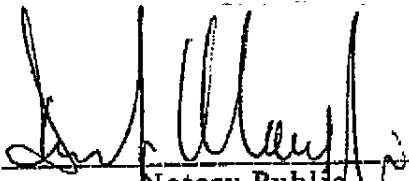
IN WITNESS WHEREOF, the undersigned subscribing member has executed these Articles of Organization this the 23 day of NOVEMBER, 1999.


Giuliano Carrafelli - MEMBER

STATE OF FLORIDA
COUNTY OF DADE

THE FOREGOING INSTRUMENT was acknowledged before me this 23 day of NOVEMBER, 1999, by GIULIANO CARRAFELLI, who is personally known to me or who have produced _____ as identification and who did take an oath.




Notary Public

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**CERTIFICATE OF DESIGNATION OF
GIUMA L.L.C.
INITIAL REGISTERED OFFICE
AND NAME OF ITS INITIAL REGISTERED AGENT**

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That GIUMA 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 for Florida Limited Liability Company at Suite T 8, 9153 SW 72 Avenue, Miami, FL 33156, has named GIULIANO CARRAFELLI, located at Suite T 8, 9153 SW 72 Avenue, Miami, FL 33156, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above stated limited liability company, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office

BY: 
GIULIANO CARRAFELLI, Registered Agent

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TALLAHASSEE FLORIDA

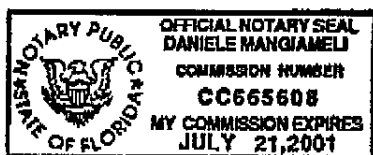
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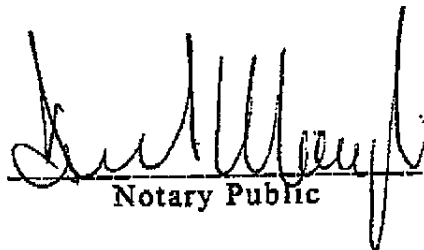
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FURTHER AFFIANT SAYETH NOT.


GIULIANO CARRAFELLI

THE FOREGOING INSTRUMENT was acknowledged before me this
23 day of NOVEMBER, 1999, by GIULIANO CARRAFELLI, who
is personally known to me and who has produced _____ as
identification and who did take an oath.




Notary Public

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