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Charter Number Only

12-07-99

Lucio mandlen

Requestor's Name

201 Brickell AVE #2000

Address

miami, FL 33131

City

State

ZIP

Phone

VALIDATION ONLY

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CORPORATION(S) NAME

Royal Explorer Development, L.L.C.

42128

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TALLAHASSEE FLORIDA

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input checked="" type="checkbox"/> Other LLC |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | | <input type="checkbox"/> After 4:30 |
| | | <input type="checkbox"/> Mail Out |

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Verifier
Acknowledgment
W.P. Verifier



Empire Toll Free: 1-800-432-3028

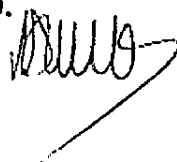
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PEDRO BUTTAZZONI A.

FAX COVER SHEET

To / A	Mr. Nino Lucio
Fax	305 - 375.8075
From / De	Pedro Buttazzoni
Date / Fecha	December 6, 1999
Subject / Referencia	Power of attorney
Copy / Copia	Patricio Cervantes
Pages / Páginas	2
(Including this cover sheet / incluida esta)	

PLEASE SEE DOCUMENT ATTACHED.




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TALLAHASSEE FLORIDA

PEDRO BUTTAZZONI A.

POWER OF ATTORNEY

Santiago, December 6, 1999

On behalf of Royal Earl Investment R.L.C. and duly authorized by the company,
Pedro Buttazzoni Alvarez, domicile in Santiago of Chile, Nueva York 25, 9th floor,
lawyer, identity card number 3.632.447-3, gives special power of attorney to Patricio
Cervantes Wylie, passport number 044734029, to constitute a company under the law
of Florida to be known as Royal Explorer Development L.L.C.



Pedro Buttazzoni Alvarez

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TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION
OF
ROYAL EXPLORER DEVELOPMENT, L.L.C.

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of this limited liability company is Royal Explorer Development, L.L.C. (the "Company").

2. Duration and Commencement of Existence. The Company shall exist from the date of filing these Articles with the Florida Department of State until dissolved by the Members or until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining Members.

3. Purpose. This limited liability company is organized for the purpose of transacting any and all lawful business authorized to limited liability companies under applicable law.

4. Mailing Address and Street Address. The mailing address and the street address of the principal office of the Company is:

4850 S.W. 72nd Avenue
Miami, Florida 33155

5. Registered Agent and Office. The name of the initial registered agent of the Company is Patricio Cervantes. The street address of the initial registered agent of the Company is:

4850 S.W. 72nd Avenue
Miami, Florida 33155

6. Capital. The capital of this limited liability company is \$5,000, which shall be paid entirely in cash. Additional capital contributions are not required, but may be made by the Members in accordance with the terms of that certain Operating Agreement executed by the Members: (i) Explorer Development L.L.C.; (ii) Patmar Enterprises, Inc.; and (iii) Royal Earl Investments, L.L.C.

7. Additional Members. Additional Members may be admitted to the Company, but only if all of the current Members agree to the admission of the additional Members and to the terms of admission.

8. Termination of Membership. If a Member of the Company dies, retires, resigns, is expelled or dissolved, experiences bankruptcy, or upon the occurrence of any other event which

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terminates the continued membership of a Member in the Company, the remaining Members may, by unanimous written agreement, continue the business of the Company.

9. Members. The sole Members of the Company, unless said Members consent to the entry of other Members, shall be:

EXPLORER DEVELOPMENT, L.L.C.
PATMAR ENTERPRISES, INC.
ROYAL EARL INVESTMENTS, L.L.C.

10. Management of the Company. The Company shall be managed by the following managers, and the names and addresses of the initial managers are as follows:

<u>Name</u>	<u>Address</u>
Patricio Cervantes	4850 S.W. 72 Avenue Miami, Florida 33155
Patricio Kreutzberger	4850 S.W. 72 Avenue Miami, Florida 33155

11. Restrictions on Transfer. No Member may sell, assign, transfer, pledge, hypothecate, encumber or otherwise dispose of any interest in this Limited Liability Company without the prior express written consent of all of the other Members, except as may otherwise be agreed in the Limited Liability Operating Agreement, as may be amended from time to time.

12. Regulations. The Members shall have the power to adopt, alter, amend, or repeal regulations of the company containing provisions for the regulation and management of the affairs of the Company.

The undersigned Members have executed these Articles of Organization effective as of the ____ day of December, 1999.

EXPLORER DEVELOPMENT L.L.C.

By:

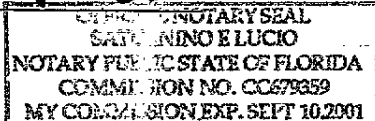

Patricio Kreutzberger
Authorized Representative

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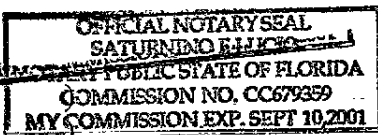
STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was sworn to and acknowledged before me
this 6TH day of December, 1999 by Patricio Kreutzberger on behalf of Explorer
Development, L.L.C., a person well known to me or who produced as identification the
following document: _____

Saturnino E. Lucio
State of Florida
My Commission expires: 

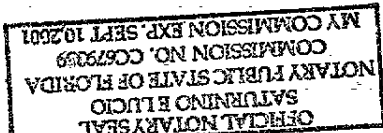
STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was sworn to and acknowledged before me
this 6TH day of December, 1999 by Patricio Cervantes on behalf of Patmar Enterprises,
Inc., a person well known to me or who produced as identification the following document:

Saturnino E. Lucio
State of Florida
My Commission expires: 
STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

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TALLAHASSEE FLORIDA

The foregoing instrument was sworn to and acknowledged before me
this 6TH day of December, 1999 by Patricio Cervantes on behalf of Royal Earl Investments,
L.L.C., a person well known to me or who produced as identification the following document:

Saturnino E. Lucio
State of Florida
My Commission expires: 

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Royal Explorer Development, L.L.C. at the place designated in its Articles of Organization, 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.

Dated this 6th day of December, 1999.

Patricio Cervantes
4850 S.W. 72 Avenue
Miami, Florida 33155

x P. Cervantes -

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