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Character Number Only

12/08/99 Olger

Enaki Saizarbitoria

Requestor's Name

1492 S. miami AVENUE #203

Address

miami FL 33130

City

State

ZIP

Phone

305 530-0007 E

VALIDATION ONLY

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****125.00 ****125.00

CORPORATION(S) NAME

E-INVEST, L.C.

eps

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

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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Empire Toll Free: 1-800-432-3028

ARTICLES OF ORGANIZATION OF
E-NVEST, L.L.C.

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

E-NVEST, L.L.C.

The name of the limited liability company shall be _____, and its principal office shall be located at 2875 N.E. 191 St., Suite 603 in the City of Aventura, County of Dade, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSE AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows::

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

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5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise, for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

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

ARTICLE IV MANAGEMENT

This limited liability company shall be managed by two (2) managers. The name(s) and address(es) of the person(s) who shall serve until the first annual meeting of members or until their successors are elected and qualified are as follows:

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FXC CONSULTING, INC., a Florida corporation

2875 N.E. 191 St., Suite 603
Aventura, FL, 33180

LATINA TRADING, INC., a Florida corporation

19500 Turnberry Way, Suite 11-D
Aventura, FL, 33180

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of 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 unanimous written consent of all of the 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 of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions in the amount of \$150,000.00 cash shall be paid to the limited liability company by the members as indicated in Exhibit "A" attached hereto and made a part hereof. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in proportionate shares.

ARTICLE VII PROFITS

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company. Each member shall be entitled to the distributive share of the profits specified as follows:

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CAPITAL CONTRIBUTION

FXC CONSULTING, INC.	50%	\$75,000.00
LATINA TRADING, INC.	25%	\$37,500.00
UNANUMEN LTD.	25%	\$37,500.00

The distributive share of the profits shall be paid to the members as determined by the majority of the members.

ARTICLE VIII DURATION

This limited liability company shall exist until December 31, 2009, or until dissolved in the manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 2875 N.E. 191 St., Suite 603, City of Aventura, County of, Dade, State of Florida, and the name of the company's initial registered agent at that addresses is ELIU DRESZER, 19500 Turnberry Way, Apartment 11-D, Aventura, Florida.

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of E-NVEST, L.L.C.

Executed by the undersigned at Miami, Florida on December 8, 1999.

FXC CONSULTING INC.

BY:

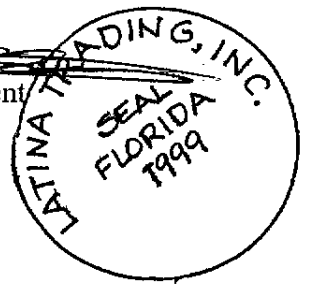

JOSE A. MALABET, Secretary

LATINA TRADING, INC.,
a Florida corporation

BY:


ELIU DRESZER, Vice-President

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TALLAHASSEE FLORIDA



CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT / REGISTERED OFFICE


PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND
REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: E-NVEST, L.L.C.
2. The name and Florida street address of the registered agent and office is:

ELIU DRESZER
19500 Turnberry Way,
Apartment 11-D
Aventura, Florida

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.

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ELIU DRESZER

December 8, 1999