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LIMITED LIABILITY COMPANY

SOUTH POINTE DEVELOPMENT LLC

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION  
OF  
SOUTH POINTE DEVELOPMENT LLC**

**ARTICLE I**

**NAME OF COMPANY**

The name of this limited liability company shall be: South Pointe Development LLC (the "Company").

**ARTICLE II**

**ADDRESS**

The mailing address of the Company's principal office is:

227 First Street  
Suite 6  
Miami Beach, Florida 33139

**ARTICLE III**

**INITIAL REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Company's initial Registered Agent and Registered Office in the State of Florida shall

be:

Adele I. Stone, Esquire  
c/o Atkinson, Diner, Stone,  
Mankuta & Ploucha, P.A.  
1946 Tyler Street  
Hollywood, Florida 33020

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**ARTICLE IV**

**MANAGEMENT OF THE COMPANY**

The Company is to be a member-managed company. The names and addresses of the members are:

Chapman Ducote  
227 First Street  
Suite 6  
Miami Beach, Florida 33139

Dieter Utner  
227 First Street  
Suite 6  
Miami Beach, Florida 33139

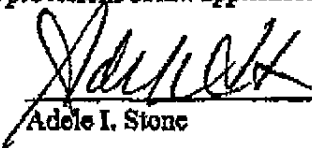
THE UNDERSIGNED, as a member of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.

Dated: August 28, 2000



Chapman Ducote - member

The undersigned hereby accepts the foregoing designation as initial Registered Agent, is familiar with, accepts and agrees to comply with the provisions of law applicable to said designation.



Adele I. Stone

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