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To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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LIMITED LIABILITY COMPANY

AZURE HOLDINGS, L.L.C.

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ARTICLES OF ORGANIZATION OF

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AZURE HOLDINGS, L.L.C.

The undersigned hereby executes these Articles for the purpose of forming 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. The undersigned further declares that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company (the "Company").

ARTICLE I

NAME

The name of the Company shall be Azure Holdings, L.L.C.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

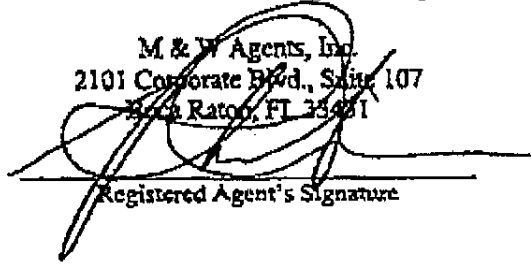
The mailing address and street address of the principal office of the Company are 2555 Collins Avenue, C-1, Club Atlantis Condominium, Miami Beach, Florida 33140.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

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

M & W Agents, Inc.
2101 Corporate Blvd., Suite 107
Boca Raton, FL 33431

 , V.P.
Registered Agent's Signature

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Robert A. Chaves, Esq.
Teicher Chavas Rubin & Forman, PA
2101 Corporate Blvd., Suite 107
Boca Raton, Florida 33431
(561) 998-7847
Fla. Bar No. 283525

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ARTICLE IV

MANAGEMENT

The Company is to be a manager-managed Company.

ARTICLE V

DURATION

The Company shall commence upon filing of these Articles and shall continue in perpetuity unless sooner terminated by operation of law or agreement among the Company's members.

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The undersigned, being an original member of the Company, hereby certifies that the foregoing constitutes the Articles of Organization of Azure Holdings, L.L.C.

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Executed by the undersigned on March 12, 2001.

MEMBER:

Silvia S. Coltrane
SILVIA SABATES COLTRANE

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