

L01000007827

TELEFAX: (305) 444-4030

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ATTORNEY AT LAW
SUITE 1107, GABLES INTERNATIONAL PLAZA
2655 LEJEUNE ROAD
CORAL GABLES, FLORIDA 33134

TELEPHONE: (305) 444-0400

May 9, 2001

Registration Section
Division of Corporations
409 Gains Street
Tallahassee, Florida 32399

Via Federal Express

Re: STERLING ADVISORS LLC

Gentlemen:

L01-7827

Enclosed please find two originals of Articles of Organization for STERLING ADVISORS LLC together with a check in the amount of \$155.00 in payment of the following:

Filing fee \$ 100.00
Certified copy 30.00
Registered Agent Designation 25.00
\$ 155.00

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-05/10/01--01112--003
***155.00 ***155.00

If the above documents are in order, I would appreciate that you file one original, certify the other, and send to the undersigned the certified original at the above address.

Thank you for your assistance. If you have any questions, please call me.

Sincerely,

Hector J. Mir
Hector J. Mir

HJM/cm
Enclosures

SECRETARY OF STATE
TALLAHASSEE FLORIDA
01 MAY -9 PM 12:00
FILED

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ARTICLES OF ORGANIZATION

OF

STERLING ADVISORS LLC

The undersigned member hereby files these Articles of Organization in order to organize a limited liability company under the laws of the State of Florida.

ARTICLE I

Name

The name of this limited liability company shall be STERLING ADVISORS LLC.

ARTICLE II

Purposes

This limited liability company is being formed for the purpose of engaging in any lawful business activity.

ARTICLE III

Principal Office

The address of the initial principal office of this limited liability company in the State of Florida shall be:

2655 Le Jeune Road
Suite 802
Coral Gables, Florida 33134

ARTICLE IV

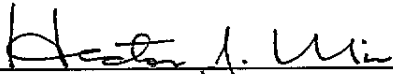
Address of Registered Office and Registered Agent

The street address of the initial registered office of this limited liability company in the State of Florida shall be 2655 Le Jeune Road, Suite 1107, Coral Gables, Florida 33134. The name of the initial registered agent of this limited liability company at the above address shall be Hector J. Mir. The members may from time to time change the registered office to any address in the State of Florida or change the registered agent.

Having been named as registered agent and to accept service of process for the above stated LLC 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 all 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

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agent as provided for in Chapter 608 Florida Statutes.



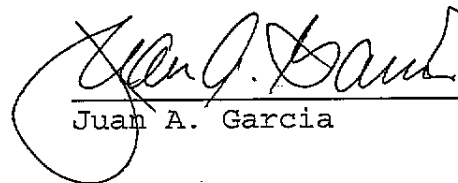
Registered Agent

ARTICLE V
Management

The management of this limited liability company is reserved to its members. The name and address of the initial member of this limited liability company are as follows:

Juan A. Garcia
2655 Le Jeune Road
Suite 802
Coral Gables, Florida 33134

IN WITNESS WHEREOF, the undersigned, being the initial member of STERLING ADVISORS LLC, hereby subscribes these Articles of Organization this 9TH day of May, 2001.



Juan A. Garcia

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01 MAY -9 PM 12:00
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TALLAHASSEE FLORIDA