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**LAW FIRM
KLINE, MOORE & KLEIN**

PROFESSIONAL ASSOCIATION

GRAND BAY PLAZA

2665 SOUTH BAYSHORE DRIVE

SUITE 903

COCONUT GROVE, FLORIDA 33133

TELEPHONE (305) 285-9793

TELECOPIER (305) 285-6717

ARTHUR J. KLINE
DONALD M. KLEIN
KEVIN F. KLINE*
ROBERT L. KLINE
*MEMBER: FLORIDA AND N.Y. BARS

NATHANIEL J. KLEIN
(1904-1968)
CLARENCE W. MOORE
(1912-1997)

June 19, 2001

Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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-05/25/01--01111--008
-***155.00 ***155.00

RE: J&H Pinecrest, L.L.C.

Gentlemen:

With regard to the above referenced limited liability company, enclosed please find original and copy of Articles of Organization. Please file these Articles of Organization sending back to us a certified copy of the same. We are also enclosing herein our firm's check in the amount of \$155.00 to cover the following: \$100.00 for filing fee; \$25.00 for Registered Agent designation fee and \$30.00 for certified copy fee.

Your attention to this matter is greatly appreciated.

Very truly yours,



KEVIN F. KLINE

KFK:oe1

Enclosures as cited

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01 JUN 25 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
J&H PINECREST, L.L.C.**

The undersigned, being the Members and Organizers of the Limited Liability Company hereby being formed under the Florida Statutes Annotated Sections 608.401 to 608.471, do hereby adopt the following Articles of Organization for the Limited Liability Company:

FIRST: The name of the Limited Liability Company is:

J&H PINECREST, L.L.C.

SECOND: The latest date on which the Limited Liability Company is to dissolve is June 15th, 2031.

THIRD: The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Florida Statutes Annotated Sections 608.401 to 608.471, including all powers and purposes now and hereafter permitted by law to a limited liability company.

FOURTH: The mailing address and street address of the initial registered office of the Limited Liability Company in Florida is Attn: Kevin F. Kline, Esq., Kline, Moore & Klein, P.A., 2665 South Bayshore Drive, Suite 903, Miami, Florida 33133 and the name of the initial registered agent of the Limited Liability Company in Florida at that address is Kevin F. Kline.

FIFTH: The mailing address and principal office of the Limited Liability Company is 72nd Avenue, Miami, FL 33156.

SIXTH: The Limited Liability Company shall be managed by a Managing Member. The name and address of the initial Managing Member is: JOSE BABOUN, having an address at c/o Kline, Moore & Klein, 2665 South Bayshore Drive, Suite 903, Miami, Florida.

SEVENTH: The total amount of cash, and a description and agreed value of any property other than cash, contributed to the Limited Liability Company, as capital, by the Members is One Million Four Hundred Five Thousand Dollars (\$1,405,000.00). The allocations and distributions of the Limited Liability Company shall be made in proportion to the Members' Percentage Interests.

EIGHTH: Additional capital contributions may be made as such times and in such amounts as may hereafter be agreed by the unanimous vote of the Members. No additional capital contributions have been agreed to by the Members at this time.

NINTH: The membership interests of the Members are evidenced by Certificates of Membership.

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TALLAHASSEE, FLORIDA

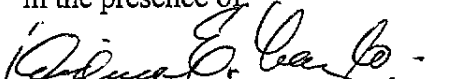
TENTH: The existing Members shall have the right to admit additional Members to the Limited Liability Company by the unanimous vote or consent of the Members.

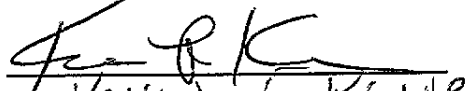
ELEVENTH: The remaining Members of the Limited Liability Company, by the unanimous vote or consent of the Members, (other than the Managing Member who caused the Withdrawal Event), may continue the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of any other event which terminates the continued membership of a Member in the Limited Liability Company.


TWELFTH: None of the Members of the Limited Liability Company shall be liable for the payment of any debt, obligation or other liability of the Limited Liability Company.

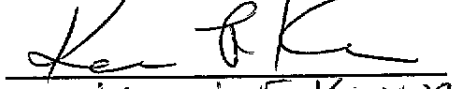
IN WITNESS WHEREOF, the Members have executed and acknowledged these Articles of Organization and caused his seal to be affixed this 15th day of June, 2001.


Signed, Sealed and Delivered
in the presence of:


Ondina E. Laszlo
Printed Name of Witness:


KEVIN F. KLINE
Printed Name of Witness:


Ondina E. Laszlo
Printed Name of Witness:


KEVIN F. KLINE
Printed Name of Witness:



(LS)
JOSE BABOUN, Managing
Member and Member



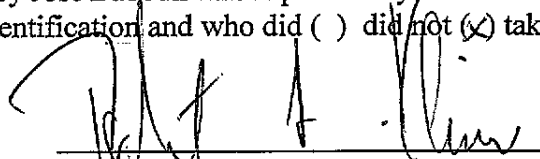
(LS)
HELOISA CAMPOS, Member

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TALLAHASSEE, FLORIDA

[Notarization clauses on next page]

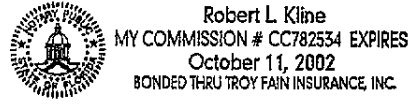
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing Articles of Organization of J&H PINECREST, L.L.C. were acknowledged before me on this 18th day of June, 2001 by Jose Baboun who is personally known to me or who has produced passport as identification and who did () did not (x) take an oath.



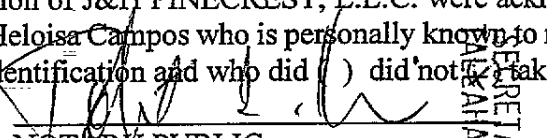
NOTARY PUBLIC
State of Florida
Print Name: ROBERT L KLINE
Commission No.: CC 782534

My Commission Expires:



STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing Articles of Organization of J&H PINECREST, L.L.C. were acknowledged before me on this ___ day of June, 2001 by Heloisa Campos who is personally known to me or who has produced passport as identification and who did () did not (x) take an oath.

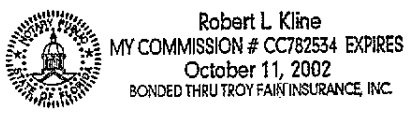


NOTARY PUBLIC
State of Florida
Print Name: ROBERT L. KLINE
Commission No.: CC 782534

My Commission Expires:

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TALLAHASSEE FLORIDA

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED


J&H PINECREST, L.L.C.

In pursuance of Chapter 608.401 through 608.471, Florida Statutes, the following is submitted, in compliance with said Act:

First that **J&H PINECREST, L.L.C.**, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in Articles of Organization has named **KEVIN F. KLINE**, located at 2665 S. Bayshore Drive, Suite 903, Miami, Florida 33133, as its agent to accept service of process within this state.

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named to accept service of process for the above stated limited liability company, at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity, and agrees to comply with the provisions of said Act relative to keeping open said office.


KEVIN F. KLINE

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TALLAHASSEE FLORIDA