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DIVISION OF CORPORATION

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LIMITED LIABILITY COMPANY

Stingray Development LLC

Certificate of Status	1
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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Stingray Development LLC

Article II. Address

The Company's street and mailing address is:

Stingray Development LLC
501 Brickell Key Drive, Suite 400
Miami FL 33131

Article III. Registered Agent

The name and street address of the Company's registered agent is:

NS Corporate Services Inc.
501 Brickell Key Drive, Suite 400
Miami FL 33131

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Nelson Siosbergas | FL Bar Member 378887
Siosbergas & Fernandez, L.L.P.
501 Brickell Key Drive, Suite 400
Miami FL 33131
305-374-0030

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Article V. Management

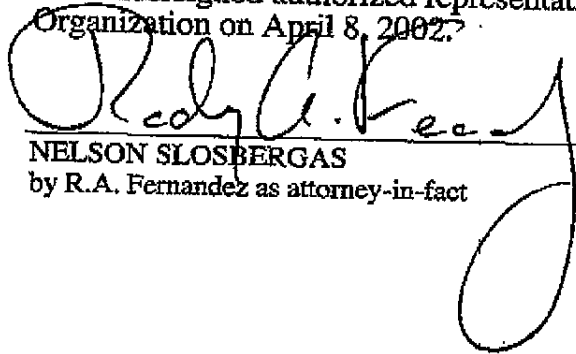
This will be a manager-managed company. The name and address of each manager is:

MICHEL AZEROUAL
501 Brickell Key Drive, Suite 400 Miami FL 33131

Article VI. Company Existence

The Company's existence shall begin effective as of April 5, 2002.

The undersigned authorized representative of a member executed these Articles of Organization on April 8, 2002.



NELSON SLOSBERGAS
by R.A. Fernandez as attorney-in-fact

Nelson Slosbergas | FL Bar Member 378887
Slosbergas & Fernandez, L.L.P.
501 Brickell Key Drive, Suite 400
Miami FL 33131
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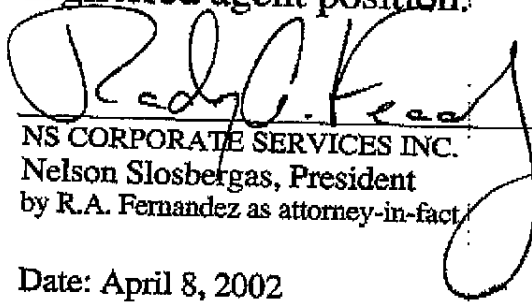
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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:
Stingray Development LLC

REGISTERED AGENT/OFFICE:
NS Corporate Services Inc.
501 Brickell Key Drive, Suite 400
Miami FL 33131

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


NS CORPORATE SERVICES INC.
Nelson Slosbergas, President
by R.A. Fernandez as attorney-in-fact

Date: April 8, 2002

Nelson Slosbergas | FL Bar Member 378887
Slosbergas & Fernandez, L.L.P.
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