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**LIMITED LIABILITY COMPANY
THE MIDTOWNER LLC**

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**ARTICLES OF ORGANIZATION
OF
THE MIDTOWNER LLC**

ARTICLE I

Name

The name of this limited liability company is THE MIDTOWNER LLC (hereinafter "the Company").

ARTICLE II

Address

The principal street and mailing address of the Company is 2665 South Bayshore Drive, Suite 703, Miami, FL 33133.

ARTICLE III

Duration

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and said existence shall be perpetual.

ARTICLE IV

Initial Registered Office and Agent

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

World Corporate Services, Inc.
2665 South Bayshore Drive
Suite 703
Miami, Florida 33133

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ARTICLE V

Purpose

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies may be created under §608.404, Fla. Stat., as amended and supplemented.

ARTICLE VI

Organizer

The name and street and mailing address of the person signing these Articles as Organizer is:

Mitchell Polansky, Esq.
Richards & Polansky, P.A.
2665 South Bayshore Drive
Suite 703
Miami, Florida 33133

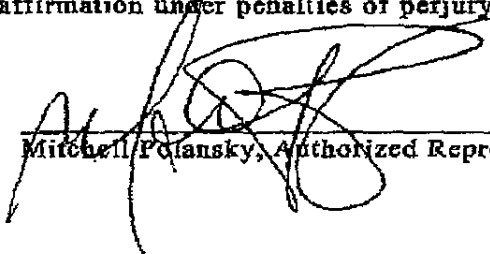
ARTICLE VII

Management

The Company will be managed by no less than one (1) manager and is, therefore, a manager-managed company. The initial managers shall be:

JOSE MANUEL BELSOL
c/o Richards & Polansky, P.A.
2665 South Bayshore Drive
Suite 703
Miami, Florida 33133

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.



Mitchell Polansky, Authorized Representative

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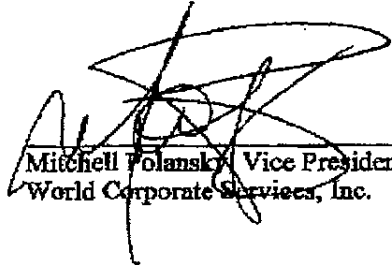
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ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT this appointment of, and designation as, registered agent for service of process within the State of Florida of THE MIDTOWNER LLC, as named in the Articles of Organization herein above set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed limited liability company at the address set forth in Article IV of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this statement to be signed on this 7th day of July 2004.



 Mitchell Polansky, Vice President
 World Corporate Services, Inc.

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