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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: FAS-T CORP. AGENTS, INC.
CONTACT: LIDIA FERNANDEZ
PHONE: (305)599-0839

ACCT#: 071001002335

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NAME: SUNRISE U.S.A., L.L.C.

AUDIT NUMBER.....H97000008688

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..1

PAGES..... 4

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** ENTER 'M' FOR MENU. **

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(904)922-3709
05/28/97 09:36 Florida Department pl /1



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 28, 1997

FAS-T CORP. AGENTS, INC.

SUBJECT: SUNRISE U.S.A., L.L.C.
REF: W97000012393

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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The name conflict is "SUNRISE USA, INC."

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Becky McKnight
Document Specialist

FAX Aud. #: H97000008688
Letter Number: 097A00028734

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is:

SUNRISE OF AMERICA, L.L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

**FONTAINEBLEAU EXECUTIVE PLAZA
8370 West Flagler Street, Suite 204
Miami, Florida 33144**

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management:

The Limited Liability Company shall be managed by the following managers and assistant managers, all of whom have the authority to execute any document on behalf of the company and bind the company by his or her individual signature and the address of all of which is the same address stated in Article II:

NAOYUKI TOYOTOSHI, MANAGER

KEIKO TOYOTOSHI, 1ST ASSISTANT MANAGER

MARCELO HIROYUKI TOYOTOSHI, 2ND ASSISTANT MANAGER

ARTICLE V - Admission of Additional Members:

The members have the right to admit additional members on any terms and conditions to which a majority of the remaining member(s) shall agree from time to time.

Prepared by: Joseph M. Wehby
8370 West Flagler St., Suite 204
Miami, FL 33144
(305) 554-5300

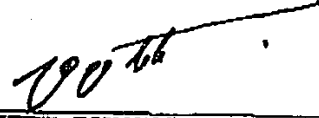
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ARTICLE VI - Members Rights to Continue Business:

The remaining members of the limited liability company have the right to continue the business on 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.

Executed this 21 day of May, 1997.

X 

NAOYUKI TOYOTOSHI, Authorized
Representative of the members.

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JOSEPH M. WENBY

5544356

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of **SUNRISE OF AMERICA L.L.C.** deposes and says:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$ -0-
3. If any, the agreed value of property other than cash contributed by member(s) is \$ -0-
4. The amount of cash or property anticipated to be contributed by member(s) is \$945,000.00
5. The total amount of 2, 3 and 4 is \$945,000.00.

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MAOYUKI TOYOTOSHI, Authorized Representative of a member. (In accordance with Section 608.408 (3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true).

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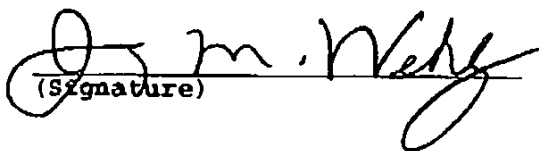
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited company is: SUNRISE OF AMERICA L.L.C.
2. The name and address of the registered agent and office is:

JOSEPH M. WEBBY, ESQUIRE
FONTAINEBLEAU EXECUTIVE PLAZA
8370 WEST FLAGLER STREET, SUITE 204
MIAMI, FLORIDA 33144

Having been named as registered agent and to accept service of
process for the above stated limited liability company 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 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 agent.


(Signature)

5/21/97
(Date)

FILING FEE: \$35.00 for Designation of Registered Agent

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