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ACCOUNT NO. : 072100000032

REFERENCE : 889069 4375966

AUTHORIZATION :

Patricia Pujols

COST LIMIT : \$ 337.50

ORDER DATE : July 13, 1998

ORDER TIME : 11:10 AM

ORDER NO. : 889069-005

CUSTOMER NO: 4375966

CUSTOMER: Ms. Silvia Arritola
WILLIAM P. MCCAUGHAN LAW
OFFICES
Suite 2803, World Trade Center
80 S.w. Eighth Street
Miami, FL 33130

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DIVISION OF CORPORATIONS
98 JUL 14 PM 2:59

DOMESTIC FILING

NAME: MERBEN, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS: _____

98 JUL 14 PM 12:08
DIVISION OF CORPORATION

Name	
Availability	<i>MAH</i>
Document	
Examiner	<i>MAH</i>
Updater	<i>MAH</i>
Updater	
Verifier	<i>MAH</i>
Acknowledgement	<i>MAH</i>
Final Verifier	<i>MAH</i>

1901-867

ARTICLES OF ORGANIZATION

OF

MERBEN, L.C.

a Florida limited liability company

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1. The name of this limited liability company is MERBEN, L.C. (the "Company").
2. The Company is being formed for the following purposes:
 - a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
 - b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
 - c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

This company shall have all the corporate powers enumerated in the Florida Limited Liability Company Act, as amended from time to time.

3. The principal place of business and the mailing address of the Company is:

600 Grape Tree Drive, #10FN
Key Biscayne, FL 33149

4. The name and address of the registered agent of the Company is:

CSC Corporation Service Company
1201 Hays Street
Tallahassee, FL 32301

5. The Company shall only admit additional members with the unanimous written consent of the Company's Members.
6. The Company shall have perpetual existence unless sooner dissolved in accordance with the Florida Limited Liability Company Act, as amended from

time to time. Accordingly, the members may continue the Company and the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member.

7. The Company is to be managed by one or more managers. The name and address of the initial manager are as follows:

Moises Benacerraf
600 Grape Tree Drive, #10FN
Key Biscayne, FL 33149

8. The Company, with the unanimous written consent of the members, shall have the right to amend or repeal any provisions contained in these Articles of Organization or any amendments hereto. Further, the power to adopt, alter, amend or repeal the Company's limited liability company regulations shall be vested in the Company's members.
9. The Company shall indemnify any and all of its members, officers, employees or agents or former officers, employees or agents or any person or persons who may have served at its request as an officer, employee or agent of another company, corporation, partnership, joint venture, trust or other enterprise in which it owns an equity interest or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party, by reason of his being or having been an officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

IN WITNESS WHEREOF, the undersigned member of MERBEN, L.C., has executed these Articles of Organization this 10 day of July, 1998.

MEMBER:


MOISES BENACERRAF

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ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for MERBEN, L.C., at the place designated in these Articles of Organization, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto. The undersigned is familiar with the obligations of a Registered Agent under the Florida Limited Liability Company Act.

CSC Corporation Service Company

By

Karen B. Rozar

Karen B. Rozar, As Its Agent

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ARTICLES OF CAPITAL CONTRIBUTION

1. The name of the partnership is MERBEN, L.C., a Florida limited liability company (the "Company").
2. The Company shall have at least two members.
3. The amount of capital contributions of the members to the Company and the amount anticipated to be contributed by the members to the Company totals \$ 300,000.00.
4. A description and agreed value of property contributed or to be contributed by the members is as follows:

<u>Description of Property</u>	<u>Agreed Value of Property</u>
Real Estate Contract	\$ 300,000

FURTHER AFFIANT SAYETH NAUGHT.

By: 

MOISES BENACERRAF

DATED: 7-10-98

98 JUL 14 PM 3:00

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