

L98000002902

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Division of Corporations
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Sandra B. Mortham, Secretary of State

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LIMITED LIABILITY COMPANY

DSM, LLC

Name	11/30/98
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DSM, LLC

ARTICLES OF ORGANIZATION

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is DSM, LLC (the "Company").

ARTICLE II. ADDRESS

The principal office and mailing address of the Company is:

701 Brickell Avenue, Suite 3000
Miami, Florida 33131

ARTICLE III. DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

ARTICLE IV. PURPOSE

The Company is organized to engage in any activity or business permitted under the laws of the United States and Florida.

William B. Sherman, Esq.
FL Bar No. 135380
Holland & Knight LLP
One East Broward Boulevard, Suite 1300
Fort Lauderdale, FL 33301
954/525-1000

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ARTICLE V. REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE VI. ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

ARTICLE VII. MANAGEMENT

The Company shall be conducted, carried on, and managed by no less than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Managers shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager is as follows:

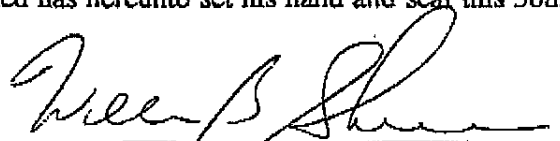
Vladimir Havlena c/o One East Broward Boulevard
Suite 1300
Fort Lauderdale, Florida 33301

Such Manager shall serve in such capacity until the first annual meeting of the Members or until his successors are duly elected and qualified.

ARTICLE VIII. REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 30th day of November, 1998.



William B. Sherman
Duly Authorized Representative of a Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that it is familiar with, and accepts, the obligations of such position.

INTRASTATE REGISTERED AGENT
CORPORATION

By: 
Donn Beloff, Vice President

Dated: November 30, 1998

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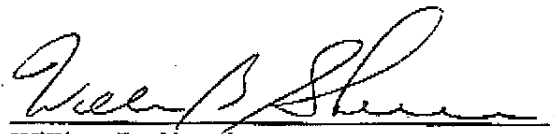
STATE OF FLORIDA

COUNTY OF BROWARD

I, William B. Sherman, a duly authorized representative of a member of DSM, LLC, hereby state:

1. That I am a duly authorized representative of a member of DSM, LLC, a Florida limited liability company (the "Company");
2. That the Company has at least one member;
3. That the members of the Company have contributed \$100.00 to the capital of the Company; and
4. That the members of the Company are expected to contribute no additional capital to the Company.
5. That the agreed value of property other than cash contributed by the members is \$0.

And further affiant sayeth not.


 William B. Sherman
 Duly Authorized Representative of a Member

The foregoing instrument was acknowledged before me this 30th day of November, 1998 by William B. Sherman who is personally known to me and who did not take an oath.


 Notary Public--State of Florida



Colleen A. Bruno
 MY COMMISSION # CC769121 EXPIRES
 September 18, 2002
 BONDED THROUGH TROY FARM INSURANCE, INC.

Print Notary Name: Colleen A. Bruno
 My Commission Number is: _____
 My Commission Expires: _____

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