

**CORPORATE
ACCESS,
INC.**

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1.) Activa Capital, L.C.
(CORPORATE NAME & DOCUMENT #)

2.) _____
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Articles of Organization

Of

Activa Capital, L.C.

The undersigned, as the authorized representative of the initial members of Activa Capital, L.C., a Florida limited liability company (the "Company"), hereby forms a limited liability company under the laws of the State of Florida.

Article I – Name

The name of this Company is Activa Capital, L.C.

Article II– Principal Office

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

10800 Biscayne Boulevard, Suite 580
Miami, Florida 33161

Article III– Duration

The Company shall commence its existence upon the execution of these Articles of Organization. The Company shall have perpetual existence.

Article IV - Management

The Company shall be managed by one (1) or more Managers designated from time to time by the Members of the Company. The name and address of the initial Manager is:

Jose R. Azout
10800 Biscayne Boulevard, Suite 580
Miami, Florida 33161

Article V – Admission of Additional Members

The Company may admit additional members upon approval of then existing members owning two-thirds ($2/3^{\text{rd}}$) of the Units of the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the Managing Member, and approved by the then existing members owning two-thirds ($2/3^{\text{rd}}$) of the Units of the Company, and upon such member's agreement to comply with these Articles of Organizations and the Regulations of the Company.

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Article VI – Members' Rights to Continue Business

The Company shall not be dissolved by the death, bankruptcy or dissolution of a member.

Article VII – Limitation on Agency Authority of Members

Pursuant to Section 608.424, Florida Statutes, no Member of the Company shall be an agent of the Company solely by virtue of being a Member, and no Member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a Member.

Article VIII – Registered Agent

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

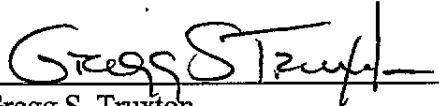
Bolaños, Truxton & Youngs, P.A.
2121 Ponce de Leon Blvd., Suite 600
Coral Gables, Florida 33134

Article IX – Amendment

These Articles of Organization may be amended or repealed upon the unanimous approval of the Members of the Company.

In Witness Whereof, the undersigned has executed the foregoing Articles of Organization as the authorized representative of the initial Members of the Company as of this 18 day of January, 2000.

Authorized Representative:


Gregg S. Truxton

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**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UPON WHOM
SERVICE OF PROCESS WITH THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507, Florida Statutes:

Having been appointed registered agent of Activa Capital, L.C., in its Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

Bolaños, Truxton & Youngs, P.A.

By: Gregg S. Truxton
Gregg S. Truxton
2121 Ponce de Leon Blvd. Suite 600
Coral Gables, Florida 33134

Dated: January 18, 2000

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