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(City/State/Zip/Phone #)

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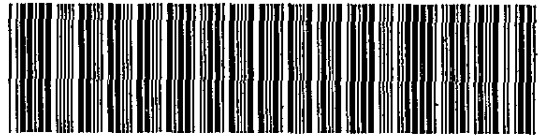
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October 7, 2004

VIA OVERNIGHT COURIER

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SANDLER & TRAVIS
TRADE ADVISORY SERVICES
DETROIT • PORTLAND • OTTAWA
• PHOENIX
CONSULTING SERVICES

Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, FL 32314

**TM HOLDINGS LLC
ARTICLES OF ORGANIZATION
OUR REFERENCE NUMBER: 018095.10006**

Dear Sir:

Enclosed please find the original Articles of Organization and Designation of Registered Agent for TM Holdings Limited Liability Company. Also enclosed you will find our check in the amount of One Hundred Twenty-five Dollars (\$125.00), your filing fee for this filing. Please confirm receipt of this document at your earliest convenience.

Should you have any questions, please feel free to call.

Sincerely,
Sandler, Travis & Rosenberg, P.A.

By: _____
Lauren V. Perez

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TALLAHASSEE, FL

Enclosures

s:/ipradmin/tmholdingsllc/100704

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: TM Holding LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lauren V. Perez
(Name of Person)

Sandler, Travis & Rosenberg, P.A.
(Firm/Company)

5200 Blue Lagoon Drive, Suite 600
(Address)

Miami, Florida 33126
(City/State and Zip Code)

For further information concerning this matter, please call:

Laurēn V. Perez at (305) 267-9200, ext. 120
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE I - Name:

The name of the Limited Liability Company is:

TM Holding LLC

ARTICLE II - Address:

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

Principal Office Address:

Mailing Address:

5200 Blue Lagoon Drive, Suite 600

5200 Blue Lagoon Drive, Suite 600

Miami, Florida 33126

Miami, Florida 33126

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Lauren V. Perez

Name

5200 Blue Lagoon Drive, Suite 600

Florida street address (P.O. Box **NOT** acceptable)

Miami, FLORIDA 33126

City, State, and Zip

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 as provided for in Chapter 608, Florida Statutes..


Registered Agent's Signature

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TALLAHASSEE, FLORIDA

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

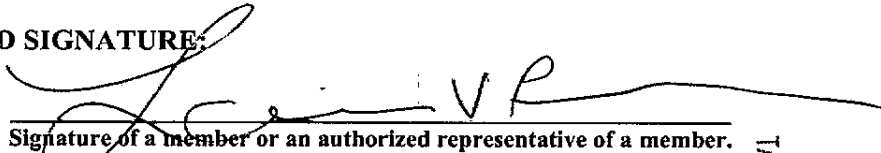
Name and Address:

MGRM	S.J.R., Inc. 5200 Blue Lagoon Drive, Suite 600 Miami, Florida 33126
MGRM	T.R.S., INC. 5200 Blue Lagoon Drive, Suite 600 Miami, Florida 33126

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

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

Laure V Perex

Typed or printed name of signee

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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- Filing Fees:**
- \$100.00 Filing Fee for Articles of Organization
 - \$ 25.00 Designation of Registered Agent
 - \$ 30.00 Certified Copy (Optional)
 - \$ 5.00 Certificate of Status (Optional)