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LAW OFFICES
MONTELLO & KENNEY, P.A.

777 BRICKELL AVENUE
SUITE 1070
MIAMI, FLORIDA 33131
TELEPHONE (305) 373-0300
FAX (305) 373-3739

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*****51.25 *****51.25

January 28, 2000

FEDERAL EXPRESS

Secretary of State
Division of Corporations
Limited Liability Company Section
409 East Gaines Street
Tallahassee, Florida 32314

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-01/31/00--01128--001
*****78.75 *****78.75

Re: Vincenti & Lampart Ventures LLC (the "Company")

Ladies and Gentlemen:

CORAFIAL \$51.25

Enclosed please find two original sets of the Company's Certificate of Organization and the affidavit required pursuant to Florida Statutes Section 608.407(2) along with a check in the amount of \$78.75 representing the filing fee.

If you have any questions, please call us.

Sincerely,

Louis R. Montello

Enclosures

\$130.00

855/2827/28676/2870/671

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TALLAHASSEE, FLORIDA
W-3050

Name Availability	
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Updater	NJC
Updater Verifier	NJC
Acknowledgement	NJC
W. P. Verifier	NJC



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 3, 2000

LOUIS R. MONTELLO, ESQUIRE
MONTELLO & KENNEY, P.A.
777 BRICKELL AVE., SUITE 1070
MIAMI, FL 33131

SUBJECT: VINCENTI & LAMPART VENTURES LLC
Ref. Number: W00000003050

We have received your document for VINCENTI & LAMPART VENTURES LLC and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The fees to file a Florida Limited Liability Company or register a Foreign Limited Liability Company are as follows: \$100 filing fee; and \$25 registered agent designation fee. Please include an additional \$30 for each certified copy requested (optional) and \$5.00 for each certificate of status requested (optional).

There is a balance due of \$51.25.

Effective October 1, 1999, Chapter 608, Florida Statutes; does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6918.

Nanette Causseaux
Corporate Specialist Supervisor

Letter Number: 900A00005342

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February 15, 2000

VIA UPS NEXT DAY

Nanette Causseaux
Corporate Specialist Supervisor
Secretary of State
Division of Corporations
Limited Liability Company Section
409 East Gaines Street
Tallahassee, Florida 32314

Re: Vincenti & Lampart Ventures LLC (the "Company")
Reference Number: W00000003050

Ladies and Gentlemen:

Pursuant to your correspondence of February 3, 2000, enclosed please find our check in the amount of \$51.25 representing the balance due. As per your instructions, a copy of your letter dated February 3, 2000 referencing this matter is enclosed.

If you have any questions, please call us.

Sincerely,



Louis R. Montello

LRM/nlt

Enclosures

**CERTIFICATE OF ORGANIZATION
OF
VINCENTI & LAMPART VENTURES LLC**

**ARTICLE I
Name**

The name of the limited liability company is Vincenti & Lampart Ventures LLC (hereinafter called the "Company").

**ARTICLE II
Duration**

The existence of the Company shall be perpetual.

**ARTICLE III
Principal Office**

The mailing address and the street address of the principal office of the Company is 1500 San Remo Avenue, Suite 200, Coral Gables, Florida 33146.

**ARTICLE IV
Initial Registered Office and Registered Agent**

The street address of the Company's initial registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, City of Miami, County of Miami-Dade, and the name of its initial registered agent at such office is Louis R. Montello.

**ARTICLE V
Restrictions on Membership and
Right to Continue After Withdrawal of a Member**

Members shall have the right to admit new members by the consent of the members owning a majority of the interests in the Company. Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with the consent of the members owning a majority of the interests in the Company. Upon the occurrence of any event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business upon consent of the members owning a majority of the interests in the Company.

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TALLAHASSEE, FLORIDA

ARTICLE VI
Management

The Company is to be managed by managers, who shall serve as managers until the first annual meeting of members or until their successors are elected and qualified. The Company initial managers and their addresses are:

Daniel Ch. Deubelbeiss
1500 San Remo Avenue, Suite 200
Coral Gables, Florida 33146

Ignacio L. Arcaya
1500 San Remo Avenue, Suite 200
Coral Gables, Florida 33146.

ARTICLE VII
Indemnification

The Company shall indemnify and shall advance expenses on behalf of its members and managers to the fullest extent not prohibited by any law in existence either now or hereafter.

The undersigned, being one of the original members of the Company, hereby certifies that the foregoing constitutes the Certificate of Organization of Vincenti & Lampart Ventures LLC.

Executed by the undersigned at Miami, Florida, this 27th day of January, 2000.

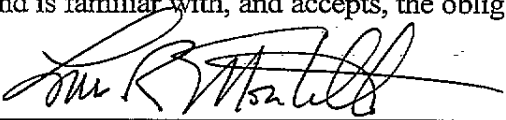
VINCENTI & LAMPART VENTURES LLC



Ignacio L. Arcaya

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named the Registered Agent of Vincenti & Lampart Ventures LLC, hereby accepts such designation and is familiar with, and accepts, the obligations of such position.



Louis R. Montello,
Registered Agent

January 28, 2000

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00 FEB 24 AM 10:12
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TALLAHASSEE, FLORIDA