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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : GREENBERG TRAUBIG (ORLANDO)
Account Number : 103731001374
Phone : (407) 418-2415
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LIMITED LIABILITY COMPANY

C/MAX CAPITAL (ENTENTE INVESTMENT GP) -IV, LLC

Certificate of Status	0
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Corporate Filings

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**STATE OF FLORIDA
ARTICLES OF ORGANIZATION
OF**

C/MAX CAPITAL (ENTENTE INVESTMENT GP) - IV, LLC

These Articles of Organization of C/MAX CAPITAL (ENTENTE INVESTMENT GP) - IV, LLC, a Florida limited liability company (the "Company"), dated as of the ____ day of March, 2000, are being duly executed and filed by Marc Watson, who is authorized to form a limited liability company under the Florida Limited Liability Company Act (Chapter 608 of Florida Statutes).

ARTICLE I - Name: The name of the limited liability Company is:
C/MAX CAPITAL (ENTENTE INVESTMENT GP) - IV, LLC.

ARTICLE II - Address: The principal address and mailing address of the Company is: 2950 S.W. 27th Avenue, Suite 110, Miami, Florida 33133.

ARTICLE III - Registered Agent, Registered Office and Registered Agent's Signature:
The Registered Agent and Registered Office for service of process is as follows:

Name: Marc Watson
Address: 2950 S.W. 27th Avenue, Suite 110
Miami, Florida 33133

Having been named to accept service of process for the Company named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Limited Company Act and all other applicable laws, relative to the proper and complete performance of my duties as registered agent.


Marc Watson, Registered Agent

ARTICLE IV - Management: The Company will be a member-managed company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization as of the date first above written.


Marc Watson, Authorized Person

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WRITTEN CONSENT GRANTING APPROVAL FOR USE OF NAME

C-MAX CAPITAL CORPORATION, a corporation organized and existing under the laws of the State of Florida (the "Corporation"), and C-MAX CAPITAL LIMITED PARTNERSHIP-I a limited partnership organized and existing under the laws of the State of Florida (the "Partnership"), does hereby grant permission and approve the filing of the Articles of Organization for the following limited liability company: C/MAX CAPITAL (ENTENTE INVESTMENT GP) - IV, LLC, a Florida limited liability company.

The undersigned have executed this Written Consent Granting Approval for Use of Name on behalf of the Corporation and the Partnership this 1 th day of March, 2000.

C-MAX CAPITAL CORPORATION

By: M M Watson
Marc M. Watson, Chief Executive Officer

C-MAX CAPITAL LIMITED PARTNERSHIP-I

By: C-MAX CAPITAL CORPORATION,
a Florida corporation, general partner

By: M M Watson
Marc M. Watson, Chief Executive Officer

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