

L00000004748



ACCOUNT NO. : 072100000032
REFERENCE : 669780 7211684
AUTHORIZATION : *Patricia Pizeto*
COST LIMIT : \$ 125

ORDER DATE : April 20, 2000
ORDER TIME : 4:20 PM
ORDER NO. : 669780-005
CUSTOMER NO: 7211684

800003224558--3

CUSTOMER: Mr. Enrique Mercado
MR. ENRIQUE MERCADO
MR. ENRIQUE MERCADO
Suite 1800
1221 Brickell Avenue
Miami, FL 33131

RECEIVED
00 APR 26 AM 8:51
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: MERIS CAPITAL MANAGEMENT, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christine Lillich
EXAMINER'S INITIALS:

L00-4748

Name	<i>CL</i>
Available	<i>CL</i>
Document	<i>CL</i>
Fee	<i>CL</i>
Address	<i>CL</i>
W. P. Med	<i>CL</i>

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

MERIS CAPITAL MANAGEMENT, LLC

ARTICLE II - Address:

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

SUITE 1800, 1221 BRICKELL AVENUE, MIAMI, FLORIDA 33131

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

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

CORPORATION SERVICE COMPANY
Name
1201 HAYS STREET
Florida street address (P.O. Box **NOT** acceptable)
TALLAHASSEE FL 32301
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, F.S..

Laura R. Dunlap
Registered Agent's Signature

Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)

Laura R. Dunlap
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.)

AUTHORIZED REPRESENTATIVE, LAURA R. DUNLAP
Typed or printed name of signee

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)

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of MERIS CAPITAL MANAGEMENT, LLC (the "LLC"), a Florida

limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this
day of , 2000.


WITNESS

AIBA BIONDI
TYPED OR PRINTED NAME


WITNESS

LUIS R. MERCADO
TYPED OR PRINTED NAME


SIGNATURE

ENRIQUE MERCADO
TYPED OR PRINTED NAME

CRL