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July 14, 2000

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Gato Properties, LLC
Our File Number: 20427

Gentlemen:

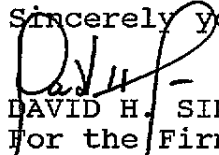
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We are enclosing herewith the original and one copy of the Articles of Organization of Gato Properties, LLC. Please file the original and return a filed copy to us.

We are also enclosing herewith our Trust Account check # 61789 in the sum of \$150.00 payable to the Secretary of State for the filing fee.

Thank you for your attention to this matter.

Sincerely yours,


DAVID H. SINGER
For the Firm

DHS:me
Encl. (3)
T.A. # 61789

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SECRETARY OF STATE
TALLAHASSEE FLORIDA
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ARTICLES OF ORGANIZATION

OF

GATO PROPERTIES, L.L.C.

The undersigned subscribers to these Articles of Organization, each a natural person, competent to contract, hereby associate themselves together to form a limited liability company under the laws of the State of Florida, Florida Statutes 608.401 et. seq., and the company so formed shall be for profit.

ARTICLE I-NAME

The name of the limited liability Company shall be GATO PROPERTIES, L.L.C.

ARTICLE II-TERM OF EXISTENCE

This Limited Liability Company is to exist for a period of ninety-nine (99) years and shall commence at the time of filing these Articles, unless terminated sooner by the unanimous written agreement of all Members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or upon the occurrence of any other event which terminated the continued membership of a Member, unless the business is continued by the consent of all the remaining Members, or by Amendment of the Articles of Organization providing for the continued existence of the Company subsequent to the foregoing events.

ARTICLE III-NATURE OF BUSINESS

The general purpose of the business to be transacted by this limited liability Company shall be to purchase, sell, own, hold, lease or otherwise deal in or with real or personal property, wherever situated; and to engage in any activites or business

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permitted for this Company under the laws of the State of Florida.

ARTICLE IV-INITIAL PRINCIPAL OFFICE

The initial principal office and mailing address of the Company shall be: 9475 NW 89th Avenue, Miami, Florida, 33178.

ARTICLE V-INITIAL REGISTERED OFFICE

The initial registered office of the Company shall be: 9475 NW 89th Avenue, Miami, Florida, 33178.

ARTICLE VI-INITIAL REGISTERED AGENT

The initial registered agent upon whom service of process shall be made is: ADALBERTO VARA, 9475 NW 89th Avenue, Miami, Florida, 33178.

ARTICLE VII-CONTRIBUTIONS TO CAPITAL

The total amount of cash or property contributed to capital by its Members shall be as follows: The Members' initial contribution to capital shall be in the sum of \$3,000.00, which sum may be increased by additional contributions, as may be required in the future.

ARTICLE VIII- ADMISSION OF ADDITIONAL MEMBERS

TERMS AND CONDITIONS OF ADMISSION

Additional members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new member, in the manner set forth in the Regulations of this Company.

ARTICLE IX-MANAGEMENT OF COMPANY

The business of the Company shall be managed by its Members in proportion to their contributions to the capital of the Company as adjusted from time to time to properly reflect any additional con-

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tributions or withdrawls by the Members. The names and addresses of the members are: ADALBERTO VARA, 9475 NW 89th Avenue, Miami, Florida, 33178; CARLOS A. VARA, 9475 NW 89th Avenue, Miami, Florida, 33178; TERESITA VARA, 9475 NW 89th Avenue, Miami, Florida, 33178.

ARTICLE X-WRITTEN ACTION

Any action of the Members may be taken without a meeting if consent in writing setting forth the action to be so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting and filed with the Company as part of its records.



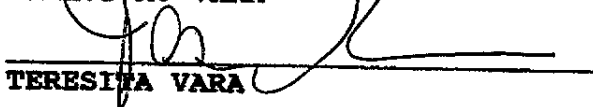
ARTICLE XI-AMENDMENT TO REGULATIONS

The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members of the Company.

ARTICLE XII-INCORPORATORS

The names and addresses of the incorporators executing these Articles of Organization are: ADALBERTO VARA, 9475 NW 89th Avenue, Miami, Florida, 33178; CARLOS A. VARA, 9475 NW 89th Avenue, Miami, Florida, 33178; TERESITA VARA, 9475 NW 89th Avenue, Miami, Florida, 33178.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto set their hands and seals this ___ day of July, 2000.


ADALBERTO VARA

CARLOS A. VARA

TERESITA VARA

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TALLAHASSEE FLORIDA

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STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE) ss

BEFORE ME, the undersigned authority, personally appeared ADALBERTO VARA; CARLOS A. VARA and TERESITA VARA, all personally known to me and who after first being duly sworn deposes and says that they have executed the foregoing Articles of Organization for the purposes therein expressed.

SWORN TO and SUBSCRIBED this 14th day of July, 2000.

My Commission Expires

OFFICIAL NOTARY SEAL
DAVID HARRIS SINGER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC615056
MY COMMISSION EXP. FEB. 1, 2001

David Harris Singer

NOTARY PUBLIC, State of Florida

ACKNOWLEDGEMENT OF REGISTERED AGENT

Having been named to accept service of process for the above stated Company, at the place designated in these Articles of Organization, I hereby accept to act in that capacity and agree to comply with applicable law.

Adalberto Vara

ADALBERTO VARA

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