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Florida Department of State
Division of Corporations
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Katherine Harris, Secretary of State

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

From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

LIMITED LIABILITY COMPANY

The Royal Bay Group, L.L.C.

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ARTICLES OF ORGANIZATION OF THE ROYAL BAY GROUP, L.L.C.

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be The Royal Bay Group, L.L.C. (The "Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the Company shall be 1710 Brickell Avenue, Suite 504, Miami, Florida 33131.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed with the Florida Department of State. The Company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is AGIM Registered Agents, Inc., 1200 Brickell Avenue, Suite 900, Miami, Florida 33131.

ARTICLE V -- CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the Company the cash or property set forth in and described in the Limited Liability Company Operating Agreement on file at the office of the Company (the "Operating Agreement").

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the consent of the members as set forth in the Operating Agreement.

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ARTICLE VII – ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company unless done so pursuant to the terms of the Operating Agreement. A member may only transfer his or her interest in the Company as set forth in the Regulations and Operating Agreement of the Company.

ARTICLE VIII – TERMINATION OF EXISTENCE

The Company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members or the remaining member is the managing member.

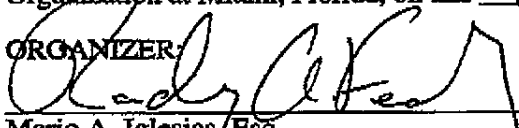
ARTICLE IX – MANAGEMENT

The Company shall be managed by a manager in accordance with the Articles of Organization, the Operating Agreement, the Regulations adopted by the members for the management of the business and the ordinary and customary affairs of the Company. The Regulations and the Operating Agreement may contain any provisions for the regulation and management of the affairs of the company not inconsistent with the law or these Articles of Organization. The initial Manager of the Company shall be:

Robert F. Thorne

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization at Miami, Florida, on this 31 day of July, 2000.

ORGANIZER:


Mario A. Iglesias, Esq.
by R.A. Fernandez as attorney in fact

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

} SS:

The foregoing instrument was acknowledged before me this 31 day of July, 2000 by Randy A. Fernandez. He is personally known to me or produced as identification.



LUIS A. URIARTE
COMMISSION # CC581388
EXPIRES SEP 02, 2000
BONDED THROUGH
ATLANTIC BONDING CO., INC.


Notary Public

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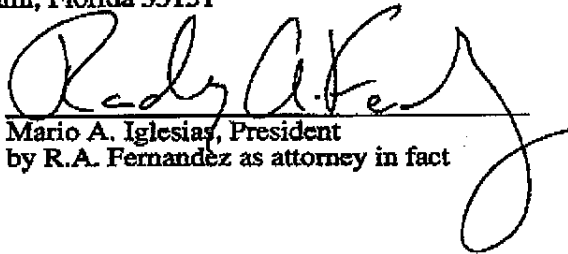
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ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Organization, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

AGIM REGISTERED AGENTS, INC.
1200 Brickell Avenue, Suite 900
Miami, Florida 33131

By:


Mario A. Iglesias, President
by R.A. Fernandez as attorney in fact

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