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OF COUNSEL

L000000009335

Jul 27, 2000

Via Federal Express

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: 7430 Ocean Terrace, L.C., a Florida Limited Liability Company
Our File No.: 00-136

Dear Sir or Madam:

Enclosed herewith please find a check in the amount of \$130.00, payable to the Secretary of State, which represents the filing fee and certificate acknowledgement fee for the above mentioned Florida Limited Liability Company, along with the original Articles of Organization of 7430 Ocean Terrace, L.C., a Florida Limited Liability Company.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Sincerely,

Sandra C. Lopez
Sandra C. Lopez, Legal Assistant
JONAS & SILBERMAN, P.A.

/Enclosure

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ARTICLES OF ORGANIZATION OF
7430 OCEAN TERRACE, L.C.
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned hereby certify that they have associated together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. The following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I
NAME

The name of the limited liability company shall be 7430 Ocean Terrace L.C.

ARTICLE II
PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes enumerated herein or as otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid,

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TALLAHASSEE, FLORIDA
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assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with, its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company, as set forth in the Operating Agreement entered into by the members.

ARTICLE IV DURATION

This limited liability company shall exist for a period of thirty years, commencing with the execution of these articles.

ARTICLE V PRINCIPAL PLACE OF BUSINESS

The mailing address and street address of the principal office of this limited liability company shall be located at 7430 Ocean Terrace, Miami Beach, FL 33141.

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ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 300-71st St., Ste. 405, Miami Beach, Florida 33141, and the name of its initial registered agent at such address is Daniel E. Jonas.

ARTICLE VII
RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except as provided in the Operating Agreement entered into between the members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

Executed by the undersigned at Miami Beach, Florida on July 25th, 2000.



GERARDO CEA




MARCELO ADDARIO



GISELA CEA

THE UNDERSIGNED hereby accepts the appointment as Registered Agent of 7430 Ocean Terrace L.C., a Florida Limited Liability Company, and is familiar with, and accepts, the obligations of that position.

Dated this 25th day of July, 2000.



DANIEL E. JONAS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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