

PAMELA ANSELMO NEWMAN, P.L.L.C.

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September 14, 2000

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

100003445141--8
-10/30/00--01155--007
****160.00 ****160.00

Re: *Newman Horizons, LLC*
Articles of Organization of ~~Newman Horizon, LLC~~

Dear Sir/Madam:

Horizons Enclosed please find one original and one copy of the Articles of Organization of *Newman*
~~Horizon, LLC~~. Also enclosed is a check made payable to the Florida Department of State in the
amount of \$160.00 in payment of the following fees:

\$100.00	Filing Fee for Articles of Organization
\$ 25.00	Designation of Registered Agent
\$ 30.00	Certified Copy of Articles of Organization
\$ 5.00	Certificate of Status

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Please return one copy of the Articles of Organization evidencing filing in the self-addressed, return envelope enclosed for your convenience. If there are any problems with filing this document immediately upon receipt, please contact the undersigned.

Very truly yours,



Pamela Anselmo Newman

L00-13386
OK

Enclosures

cc: Michael V. Newman

**ARTICLES OF ORGANIZATION
OF
NEWMAN HORIZONS, LLC**

I, the undersigned natural person of the age of eighteen (18) years or more, acting as organizer of a limited liability company under Chapter 608 of the Florida Statutes, do hereby adopt the following Articles of Organization for such Limited Liability Company.

ARTICLE ONE

The name of the Limited Liability Company is **Newman Horizons, LLC**.

ARTICLE TWO

The mailing and street address of the principal place of business is 4855 Pine Tree Drive, Miami Beach, Florida 33140.

ARTICLE THREE

The street address of the initial registered office of the Limited Liability Company is 4855 Pine Tree Drive, Miami Beach, Florida 33140, and the name of its initial registered agent at such address is Michael V. Newman.

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 certification, 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 in Chapter 608, F.S.

By: _____

Name: Michael V. Newman

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE FOUR

The Limited Liability Company is a manager-managed company that will be managed by one or more managers. The number of initial Managers is one (1), and the name and address of the person who is to serve as Manager until the first annual meeting of the Members or until their successors are elected and qualified is as follows:

<u>Name</u>	<u>Address</u>
Michael V. Newman	4855 Pine Tree Drive Miami Beach, Florida 33140

ARTICLE FIVE

The purpose for which the Limited Liability Company is organized is to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which limited liability companies may be organized under Chapter 608, Florida Statutes, including, but not limited to, the purchase, development, sale, service, lease and management of training facilities, personal and real properties of all kinds and descriptions, and to act as a trustee in this state, in a trust capacity, with trust powers. The period of duration of this Limited Liability Company is thirty (30) years from the date of the filing of these Articles of Organization with the Division of Corporations, Florida Department of State.

ARTICLE SIX

The Limited Liability Company will not commence business until it has received for the issuance of its certificates of membership interest consideration consisting of money, labor done, a promissory note, or property received.

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ARTICLE SEVEN

Each percentage of membership interest has one (1) vote on each matter on which the membership interest is entitled to vote. Cumulative voting is prohibited. Preemptive rights are prohibited.

ARTICLE EIGHT

The Managers will adopt the initial Regulations. The powers to alter, amend, or repeal the Regulations or adopt new Regulations is vested in the Managers, subject to repeal or change by action of the Members.

ARTICLE NINE

With respect to any matter, other than the election of the Managers, for which the affirmative vote of the holders of a specified portion of the membership interest entitled to vote is required by applicable Florida Statutes, and notwithstanding that such statutes may require a portion of the membership interest entitled to vote that exceeds that specified in this Article, the act of the Members on that matter shall be the affirmative vote of the holders of a majority of the membership interest entitled to vote on that matter, rather than the affirmative vote otherwise required by such statutes.

ARTICLE TEN

To the full extent permitted by Florida law, no Manager of the Limited Liability Company shall be liable to the Limited Liability Company or its Members for monetary damages for an act or omission in such Manager's capacity as a Manager of the Limited Liability Company. The foregoing elimination of the liability to the Limited Liability Company or its Members for monetary damages shall not be deemed exclusive of any other rights or limitations of liability or indemnity to which a Manager may be entitled under any other provision of the Articles of Organization or the Regulations

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of the Limited Liability Company, contract or agreement, vote of Members and/or disinterested Managers of the Limited Liability Company, or otherwise.

ARTICLE ELEVEN

Any action required by the applicable Florida Statutes for a Florida Limited Liability Company, and any amendments thereto, to be taken at any annual or special meeting of Members of the Limited Liability Company, or any action which may be taken at any annual or special meeting of Members of the Limited Liability Company, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interest entitled to vote on the action were present and voted. Any such written consent must be dated, signed, and delivered in the manner required by, and shall be effective for the period specified by the Florida Statutes, and any amendments thereto, and the taking of any such action by written consent shall be subject to satisfaction of all applicable requirements of such Act.

Prompt notice of the taking of any action by Members without a meeting by less than unanimous written consent shall be given to those Members who did not consent in writing to the action.

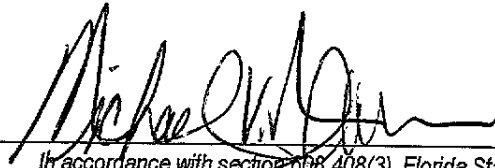
ARTICLE TWELVE

The membership interest of the Limited Liability Company will be subject to restrictions on its transferability as set out in the Regulations of the Limited Liability Company, which Regulations will be kept with the records of the Limited Liability Company. The Limited Liability Company will provide a copy of the Regulations without charge to any record holder of a membership interest upon

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written request addressed to the Limited Liability Company at its principal business office or its registered agent's address.

IN WITNESS WHEREOF, I have hereunto set my hand this 18th day of September 2000.



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.

Michael V. Newman, Member

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