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LAW OFFICES
MONTELLO & KENNEY, P.A.

777 BRICKELL AVENUE
SUITE 1070
MIAMI, FLORIDA 33131
TELEPHONE (305) 373-0300
FAX (305) 373-3739

January 30, 2001

FEDERAL EXPRESS

Secretary of State
Division of Corporations
Limited Liability Company Section
409 East Gaines Street
Tallahassee, Florida 32314

400003623214--4
-02/01/01--01080--014
****130.00 ****130.00

Re: CBC Partners LLC (the "Company")

Ladies and Gentlemen:

Enclosed please find two original sets of the Company's Articles of Organization along with a check in the amount of \$130.00 representing the filing fee as well as the cost of obtaining the certificate of status.

If you have any questions, please call us.

Sincerely,



Louis R. Montello

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Enclosures

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**ARTICLES OF ORGANIZATION
OF
CBC PARTNERS LLC**

**ARTICLE I
Name**

The name of the limited liability company is CBC Partners LLC (hereinafter called the "Company").

**ARTICLE II
Duration**

The existence of the Company shall be perpetual.

**ARTICLE III
Principal Office**

The mailing address and the street address of the principal office of the Company is 1500 San Remo Avenue, Suite 200, Coral Gables, Florida 33146.

**ARTICLE IV
Initial Registered Office and Registered Agent**

The street address of the Company's initial registered office in the State of Florida is 777 Brickell Avenue, Suite 1070, City of Miami, County of Miami-Dade, and the name of its initial registered agent at such office is Louis R. Montello.

**ARTICLE V
Restrictions on Membership and
Right to Continue After Withdrawal of a Member**

Members shall have the right to admit new members by the consent of the members owning a majority of the interests in the Company. Contributions required of new members shall be determined as of the time of admission to the Company. A member's interest in the Company may not be sold or otherwise transferred except with the consent of the members owning a majority of the interests in the Company. Upon the occurrence of any event that terminates the continued membership of a member in the Company, the remaining members shall have the right to continue the business upon consent of the members owning a majority of the interests in the Company.

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TALLAHASSEE, FLORIDA

ARTICLE VI
Management

The Company is to be managed by managers, who shall serve as managers until the first annual meeting of members or until their successors are elected and qualified. The Company initial managers and their addresses are:

Cris D. Carter
1500 San Remo Avenue, Suite 200
Coral Gables, Florida 33146

John F. Carter
1500 San Remo Avenue, Suite 200
Coral Gables, Florida 33146

Daniel Ch. Deubelbeiss
1500 San Remo Avenue, Suite 200
Coral Gables, Florida 33146

Ignacio L. Arcaya
1500 San Remo Avenue, Suite 200
Coral Gables, Florida 33146.

ARTICLE VII
Indemnification

The Company shall indemnify and shall advance expenses on behalf of its members and managers to the fullest extent not prohibited by any law in existence either now or hereafter.

The undersigned, being one of the original members of the Company, hereby certifies that the foregoing constitutes the Certificate of Organization of CBC Partners LLC.

Executed by the undersigned at Miami, Florida, this 30th day of January, 2001.

CBC PARTNERS LLC

By: _____

Louis R. Montello, As Authorized
Representative for Ignacio L. Arcaya

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named the Registered Agent of CBC Partners LLC, hereby accepts such designation and is familiar with, and accepts, the obligations of such position.



Louis R. Montello,
Registered Agent

January 30, 2001

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TALLAHASSEE, FLORIDA