11120000

ACCOUNT NO.: 07210000032

REFERENCE: 113886

11654A

AUTHORIZATION

COST LIMIT : \$ 160.00%

ORDER DATE: April 12, 2001

ORDER TIME : 11:25 AM

ORDER NO. : 113886-005

CUSTOMER NO:

CORPORATION

11654A

CUSTOMER: Ms. Jacky C. Portal

Holtzman Equels & Furia

2601 South Bayshore Drive

Suite 600

Miami, FL 33133

DOMESTIC FILING

NAME:

TM SYSTEMS, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

500003995125--1

ARTICLES OF ORGANIZATION OF TM SYSTEMS, LLC

ARTICLE I Name

The name of this Limited Liability Company shall be TM SYSTEMS, LLC (the "Company").

ARTICLE II Principal Place of Business and Mail Address are the same

4325 Alton Road Miami Beach, Florida 33140

ARTICLE III Initial Registered Office and Registered Agent

1197H0000PP

The initial registered agent of the Company shall be HE&F Registered Agent Corp. The address of the initial registered agent is 2601 South Bayshore Drive, Suite 600, Miami, Florida 33133.

ARTICLE IV Management

The Limited Liability Company is to be managed by two managers who shall serve as the managers of the Limited Liability Company until the first meeting of members or until his successor(s) are elected and qualified, and whose name and address are as follows:

Carlos Contreras 6767 Collins Avenue #1702 Miami Beach, Florida 33141

Deeny Kaplan 4235 Alton Road Miami Beach, Florida 33140

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ARTICLE V Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be as determined in accordance with the Regulations of the Limited Liability Company.

ARTICLE VI Members' Rights to Continue Business

The right, if given, of the remaining members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be as determined in accordance with the Regulations of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Organization to be executed on the _____day of April, 2001, effective upon filing same with the Florida Department of State.

TM SYSTEMS, LLC, a Florida limited liability company

By:

oseph L. Raia, Authorized Representative

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ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of TM SYSTEMS, LLC, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415.

HE&F Registered Agent, Corp.

By: (Mthur G) - Turia

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