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Account Number : 110432003053
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LIMITED LIABILITY COMPANY

Carmel .L.L.C.

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May 7, 2001

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CORPORATE CREATIONS INTERNATIONAL INC.

SUBJECT: CARMEL CORPORATION, L.L.C.
REF: W01000010301

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ARTICLES OF ORGANIZATION

OF

CARMEL, L.L.C.,
a Florida limited liability company

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida do set forth the following:

ARTICLE I: NAME

The name of the Limited Liability Company is Carmel, L.L.C., a Florida limited liability company (the "Limited Liability Company").

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ARTICLE II: DURATION

The existence of the Limited Liability Company shall be perpetual, unless terminated by the unanimous written agreement of all members, or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any event which terminates the continued membership of a member, unless the existence and business of the company is continued by the consent and agreement of the remaining members owning a majority of the membership interests, or by amendment of these Articles of Organization thereby providing for the continued existence of the Limited Liability Company subsequent to the foregoing events.

ARTICLE III: PURPOSE

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

ARTICLE IV: ADDRESS OF PLACE OF BUSINESS

The initial principal place of business and mailing address in Florida for the Limited Liability Company shall be 133 Sevilla Avenue, Coral Gables, Florida 33134-6006.

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ARTICLE V: REGISTERED AGENT

The name of the initial registered agent in Florida for the Limited Liability Company is Stanley Kutlin and the address of the initial registered agent is 6239 Greenview Terrace, Boca Raton, Florida 33433.

ARTICLE VI: CAPITAL CONTRIBUTIONS

The total amount of cash contributed to the Limited Liability Company is One Hundred ($100.00) Dollars in cash and no other property is being contributed to the Limited Liability Company.

ARTICLE VII: ADDITIONAL CONTRIBUTIONS

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events or happenings of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon agreement of the members owning a majority of the membership interests of the Limited Liability Company.

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ARTICLE VIII: ADDITIONAL MEMBERS

Members may admit additional members upon agreement of the members owning a majority of the membership interests in the Limited Liability Company.

ARTICLE IX: CONTINUITY OF BUSINESS

Upon 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, the business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless the consent to continue of all the remaining members of the Limited Liability Company is obtained or these Articles of Organization are amended thereby providing for the continued existence of the Limited Liability Company subsequent to the foregoing events.

ARTICLE X: REGULATIONS

The member(s) shall have the power to adopt, alter, amend or repeal regulations of

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the Limited Liability Company containing provisions for the regulation and management of the affairs of the business of the Limited Liability Company.

ARTICLE XI: MANAGEMENT

The management of the Limited Liability Company is reserved to members, or officers of the members, who shall be referred to as managing members. The name and address of the managing members who shall serve as managing members until the first annual meeting of member(s) or until their successors are elected and qualified are as follows:

(i) Tomas Mier
2666 Oakmount Drive
Weston, Florida 33433

(ii) Stanley Kutlin
6239 Greenview Terrace
Boca Raton, Florida 33433

These Articles of Organization have been executed on the date set forth under the name of the subscribing member.

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TALLAHASSEE, FLORIDA

By: Joseph B. Ryan

Joseph B. Ryan III, Esq. as authorized representative of Tomas Mier,
Managing Member

Date: May 7, 2001

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STATE OF FLORIDA)
) **SS:**
COUNTY OF MIAMI-DADE)

On this 7th day of May, 2001, before me personally appeared Joseph B. Ryan III, as authorized representative of Tomas Mier, Managing Member of Carmel, L.L.C., a Florida limited liability company, to me known to be the person who executed the foregoing and acknowledged before me that he executed the same for the purposes expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid.

Marjorie L. Owen-Baillie
Notary Public, State of Florida
Print Name: Marjorie L. Owen-Baillie
Commission No.:
My Commission Expires:

OFFICIAL NOTARY SEAL
MARJORIE L OWEN-BAILLIE
COMMISSION NUMBER
CC987168
MY COMMISSION EXPIRES
OCT. 8 2004

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of Carmel, L.L.C., a Florida limited liability company, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as registered agent.

Executed this 7th day of May, 2001.

Joseph B. Ryan
Stanley Kutlin, by Joseph B. Ryan III, Esq.,
Attorney in Fact

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