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AL

LIMITED LIABILITY COMPANY

Black Bear Holdings LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Black Bear Holdings LLC

Article II. Address

The Company's street and mailing address is:
Black Bear Holdings LLC
200 South Biscayne Boulevard, 41st Floor
Miami FL 33131

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Article III. Registered Agent

The name and street address of the Company's registered agent is:
Felix M. Lasarte
200 South Biscayne Boulevard, 41st Floor
Miami FL 33131

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Felix Lasarte - FL Bar Member
Steel Hector & Davis LLP
200 South Biscayne Boulevard, 41st Floor
Miami FL 33131
305-577-7000

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Article V. Management

This will be a member-managed company. The name and address of each member is:

FELIX M. LASARTE
200 South Biscayne Boulevard, 41st Floor Miami FL 33131
JOSE LUIS MACHADO III
200 South Biscayne Boulevard, 41st Floor Miami FL 33131

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Article VI. Company Existence

The Company's existence shall begin effective as of May 15, 2001.

The undersigned authorized representative of a member executed these Articles of Organization on May 15, 2001.



FELIX LASARTE
by S. T. Samuel as attorney-in-fact

Felix Lasarte | FL Bar Member
Steel Hector & Davis LLP
200 South Biscayne Boulevard, 41st Floor
Miami FL 33131
305-577-7000

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:
Black Bear Holdings LLC

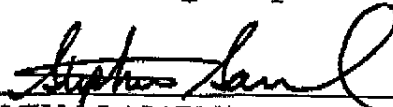
REGISTERED AGENT/OFFICE:
Felix M. Lasarte
200 South Biscayne Boulevard, 41st Floor
Miami FL 33131

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TALLAHASSEE, FLORIDA

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



FELIX M. LASARTE
by S. T. Samuel as attorney-in-fact

Date: May 15, 2001

Felix Lasarte | FL Bar Member
Steel Hector & Davis LLP
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Miami FL 33131
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