

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (850) 385-6735
Fax Number : (954) 791-3109

AL

LIMITED LIABILITY COMPANY

VKB HOLDINGS LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 MAY 24 AM 9:40

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ARTICLES OF ORGANIZATION
OF
VKB HOLDINGS LLC

FILED
01 MAY 24 AM 9:50
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe and acknowledge these Articles of Organization for the purpose of becoming a limited liability company under the laws of the State of Florida.

1. **NAME:** The name of the company shall be **VKB HOLDINGS LLC**, and shall be hereinafter referred to as the "Company".
2. **DURATION:** The period of duration of the Company shall be 30 years from the date of the issuance of a Certificate of Organization by the State of Florida.
3. **PRINCIPAL OFFICE:** The address of the principal office of the Company is 110 Cape Florida Drive, Key Biscayne, FL 33149.
4. **REGISTERED AGENT AND OFFICE:** The name of the registered agent of the Company within the State of Florida shall be Luis F. De La Cruz, Jr., whose street address is 241 Sevilla Ave. Ste. 805, Coral Gables, FL 33134.
5. **MEMBERS:** This limited liability company shall have 1 member whose name and address is as follows:
 - 5.1 Enrique Dillon, Of 110 Cape Florida Dr., Key Biscayne, FL 33149.

No additional members shall be admitted unless all members of the Company, (including all additional members other than original members) shall unanimously agree, and on such terms and conditions as shall they agree unanimously.

The death, retirement, resignation, expulsion, bankruptcy or dissolution of any member, or the occurrence of any event which terminates the continued membership of a member of this Company, shall terminate the Company, unless the remaining members shall unanimously agree to continue the business of the Company, in which event, the Company shall not so terminate.

Luis F. De La Cruz, Jr.,
241 Sevilla Ave., Ste. 805
Coral Gables, FL 33134
305/448-0100
Fl. Bar No.: 278459

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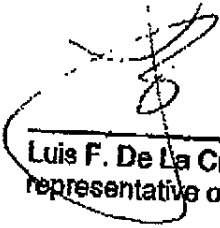
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6. **MANAGEMENT:** The management of the Company is reserved to the members of the Company. The power to adopt, after, amend or repeal the regulations of the Company shall be vested in the members of the Company.

The name and address of the managing member of the Company are:

6.1 Enrique Dillon, Of 110 Cape Florida Dr., Key Biscayne, Fl 33149.

IN WITNESS WHEREOF, the undersigned subscribes to these Articles of Organization in Miami-Dade County, Florida on May 23, 2001.


Luis F. De La Cruz, Jr., as authorized
representative of a member.

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01 MAY 24 AM 9:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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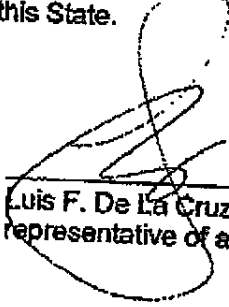
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the Florida Statutes, the following is submitted:

VKB HOLDINGS LLC, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at Miami, County of Dade, State of Florida, has named **Luis F. De La Cruz, Jr.**, located at 241 Sevilla Avenue, Suite 805, Coral Gables, Florida 33134 as Registered Resident Agent to accept Service of Process within this State.

May 23, 2001.


Luis F. De La Cruz, Jr., as authorized
representative of a member.

Having been named to accept Service of Process for the above-stated limited liability company at the place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.

May 23, 2001.


Luis F. De La Cruz, Jr.
(Registered Resident Agent)

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