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Florida Department of State
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From:
Account Name : EMPIRE CORPORATE KIT COMPANY
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TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

GARCO, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	07
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ARTICLES OF ORGANIZATION OF
GARCO, L.L.C.

The undersigned hereby certify that we have associated ourselves together for the purpose of forming a limited liability company under the laws of the Florida Limited Liability Company Act, F.S. Chapter 608, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I
NAME

The name of the limited liability company shall be GARCO, L.L.C., ("Company").

ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal office and mailing address of this company is 9485 Sunset Drive, Suite A-295, Miami, Florida 33173.

ARTICLE III
DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IV
REGISTERED OFFICE
AND REGISTERED AGENT

The address of the registered office of the company is 1700 University Drive, Coral Springs, Florida 33071, and the name of its registered agent at such address is Paul H. Kupfer.

ARTICLE V
CAPITAL CONTRIBUTIONS

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

Document Prepared by
Paul H. Kupfer, Esq.
Kupfer, Kupfer & Skolnick, P.A.
1700 University Drive
Coral Springs, FL 33071

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ARTICLE VI **ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII **RESTRICTIONS ON MEMBERSHIP**

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. Contributions required of new members shall be determined as of the time of admission to the company. Except as set forth in the regulations, a member's interest in the company may not be sold or otherwise transferred, except with unanimous written consent of all members. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the company, the remaining members shall have the right continue the business upon unanimous consent of such remaining members.

ARTICLE VIII **PURPOSES AND POWERS**


Except as set forth in the regulations, the general nature of the business or businesses to be transacted and which the company is authorized to transact in addition to those authorized by the laws of the State of Florida, and the powers of the company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, goodwill, rights, assets and liabilities of any person, firm, association, or corporation, carrying on any kind of business of a similar nature, to that which this company is authorized to carry on, pursuant to the provisions of the Articles, and to hold, utilize and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision or department thereof, and to assign, cancel or rescind any of such contracts.

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TALLAHASSEE, FLORIDA

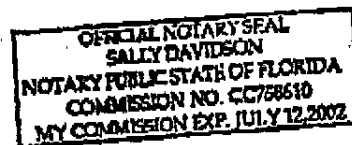

Felix Sierra, Member

DATED May 24, 2001

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

The foregoing AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS was acknowledged before me, a Notary Public in and for the State of Florida, this 24 day of May, 2001, by Felix Sierra, Member, who is personally known to me and who produced _____ as identification, on behalf of the Company.


NOTARY PUBLIC, State of Florida



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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
AND ACCEPTANCE BY AGENT**

Under the provisions of F.S. Chapter 608, GARCO, L.L.C., submits the following statement to designate a registered office and registered agent in the state of Florida:

1. The name of the limited liability company is GARCO, L.L.C.
2. The name and street address of the registered agent in Florida are:

Paul H. Kupfer
1700 University Drive
Coral Springs, Florida 33071

The undersigned, being the person named in the Articles Of Organization of GARCO, L.L.C., as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the articles of organization, and accepts appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position of registered agent.


Paul H. Kupfer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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