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ADORNO & ZEDER

A PROFESSIONAL ASSOCIATION

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SUITE 1600

MIAMI, FLORIDA 33133
TELEPHONE (305) 858-5555
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June 5, 2001

FACSIMILE
(305) 858-4777

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: CHB, LLC

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****155.00 ****155.00

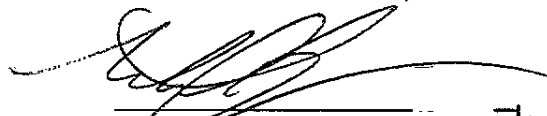
Dear Sir/Madam:

Enclosed please find an originally executed copy and one photocopy of the Articles of Organization for the above-captioned entity along with a check in the amount of \$155.00 made payable to the Secretary of State. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned at (305) 860-7071 if there are any questions or comments.

Sincerely,

ADORNO & ZEDER, P.A.


Michael C. Gerson

enclosures

c: Catherine Balestra

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
CHB, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

ARTICLE I. NAME

The name of the limited liability company shall be CHB, LLC (the "Company").

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Company shall be 1440 Brickell Bay Drive, Apt. 601, Miami, FL 33131-3436.

ARTICLE III. PURPOSES AND POWERS

The Company is authorized to transact any business permitted by the laws of the State of Florida for a limited liability company.

ARTICLE IV. DURATION

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Articles.

ARTICLE V. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Catherine H. Balestra, 1440 Brickell Bay Drive, Apt. 601, Miami, FL 33131-3436.

ARTICLE VI. ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall be permitted to make additional capital contributions to the Company only upon the unanimous consent of all of the members.

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TALEAHASSEE, FLORIDA
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ARTICLE VII. PROFITS AND LOSSES

Profits and losses shall be allocated to the members in proportion to the members' interests in the Company.

ARTICLE VIII. RESTRICTIONS ON MEMBERSHIP

No additional members shall be admitted to the Company except as set forth in the Operating Agreement.

ARTICLE IX. TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, termination or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all of the remaining members, provided that there is at least one remaining member.

ARTICLE X. MANAGEMENT

The Company shall be Manager-managed. The Operating Agreement may contain any provisions for the regulation and management of the business and affairs of the Company not inconsistent with Florida law or the Articles.

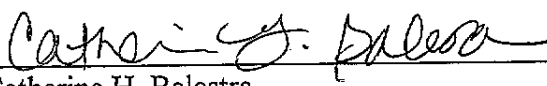
The name and address of the manager of the Company, who shall serve until the first annual meeting of the members or until her successors are duly qualified and elected, is:

Catherine H. Balestra
1440 Brickell Bay Drive, Apt. 601
Miami, FL 33131-3436.

ARTICLE XI. AMENDMENT

The Articles may be amended only by the unanimous consent of all of the members.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization at Miami, Florida, on this 14 day of May, 2001.


Catherine H. Balestra,
Authorized Representative

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of CHB, LLC, 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 the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.

Dated: May 14, 2001.

By: Catherine H. Balestra
Catherine H. Balestra

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