LISLIP LA COTICUES. A COOPE SUNTROST INTERNATIONAL CENTER ONE SOUTHEAST THIRD AVENUE

Suite 960
Miami, Florida 33131

Leslie Alan Rozencwaig Rosario Ferrero - Carr TELEPHONE (305)379-6100 TELEFAX (305)379-6808 E-Mail: BIZLITLAW@aol.com

June 20, 2001

FEDEX AIRBILL NO. 8244 2197 3384

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PERSONAL AND CONFIDENTIAL

Secretary of State Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

RE: Our Client File Number 0163(bb)

Dear Sir or Madam:

Enclosed please find the original as well as a copy of the Articles of Organization of JSM Holdings L.C. and a check in the amount of One Hundred Twenty-Five Dollars (\$125.00) representing the filing fee. Please process the same accordingly.

Cordially,

LESLIE ALAN ROZENCWAIG, P

ROSARIO FERRERO-CARR, ESO

For the Firm

RFC/cg Enclosures

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LOI-10090

ARTICLES OF ORGANIZATION OF JSM HOLDINGS L.C.

Article I Name

The name of the Limited Liability Company is: JSM HOLDINGS L.C.

Article II Address

The mailing address and street address of the principal office of the Limited Liability Company is: c/o Leslie Alan Rozencwaig, P.A., One S.E. Third Avenue, Suite 960, Miami, Florida 33131.

Article III Registered Agent

The name and the Florida street address of the registered agent are:

Leslie Alan Rozencwaig, P.A. One S.E. Third Avenue, Suite 960 Miami, Florida 33131

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Seslie Alan Rozencwaig, Eso

Article IV Management

(CHECK BOX IF APPLICABLE)

The Limited Liability Company is to be managed by/one manager or more man therefore, a manager-managed company.

Bernardo Kopel

Member authorized representative of Member (In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

Article V Manager

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The member is Bernardo Kopel, whose address is c/o Leslie Alan Rozencwaig, P.A., One S.E. Third Avenue, Suite 960, Miami, Florida 33131.