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WALROTH-SADURNI & MENDOZA

ATTORNEYS & FOREIGN LAW CONSULTANTS
MIAMI MÉXICO D.F.

STEPHEN P. WALROTH-SADURNI, J.D.
ADMITTED IN FLORIDA

Miami, Florida; June 11, 2001

Secretary of State
Division of Corporations
State of Florida
Post Office Box 6327
409 E. Gaines Street
Tallahassee, Florida 32399

Re: **Articles of Organization: Frech & Daniels, L.L.C.**

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****125.00 ****125.00

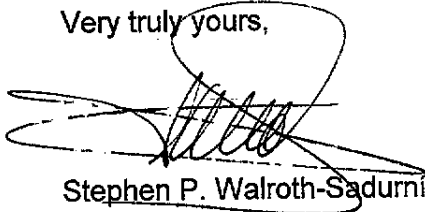
Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Organization of **Frech & Daniels, L.L.C.**, a Florida *Limited Liability Company*. We would appreciate your filing of these and sending us a certified copy with the applicable filing information in the enclosed self-addressed, stamped envelope. We are enclosing our firm's check in the amount of \$125.00 to cover the following costs:

Filing Fee	\$100.00
Registered Agent Fee	25.00
Total	\$125.00

Thank you for your prompt attention to this matter.

Very truly yours,


Stephen P. Walroth-Sadurni, J.D.

Name	
Availability	
Document Examiner	LLC
Updater	---
Updater Verifier	Enclosures (as noted). SPWS:mj LLC Art Orgn Ltr.wpd
Acknowledgement	DOC
W. F. Verifier	DOC

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
FRECH & DANIELS INVESTORS, L.L.C.**

The undersigned member hereby executes and acknowledges these Articles of Organization for the purpose of forming a Limited Liability Company in accordance with the laws of the State of Florida:

ARTICLE I
Name

The name of this Limited Liability Company shall be: **FRECH & DANIELS INVESTORS, L.L.C.**

ARTICLE II
Existence and Period of Duration

In accordance with Section 608.409, Florida Statutes, the existence of this Limited Liability Company shall commence on the date these Articles of Organization are filed by the Department of State after subscription and execution. The duration of this Limited Liability Company thereafter shall be perpetual.

ARTICLE III
Principal Office

The street address of the principal office of the Limited Liability Company shall be located at:

3191 Coral Way
Suite 617
Miami, Florida 33145

The mailing address of the principal office of the Limited Liability Company shall be:

3191 Coral Way
Suite 617
Miami, Florida 33145

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TALLAHASSEE, FLORIDA

ARTICLE IV
Registered Office and Registered Agent

The initial registered office of this Limited Liability Company shall be located at Espirito Santo Bank Tower, 999 Brickell Avenue, Suite 700, Miami, Florida 33131; and the initial Registered Agent of this Limited Liability Company at such office shall be Stephen P. Walroth-Sadurní. This Limited Liability Company shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE V
Admission of Additional Members

The Members of this Limited Liability Company shall have the right to admit new Members upon the affirmative vote of TWO THIRDS (2/3) of the existing Members, and the payment of the consideration deemed appropriate for the capital or equity interest of the additional Member.

ARTICLE VI
Incapacity of a Member

The remaining Members of this Limited Liability Company shall have the right to continue the business of this Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event which terminates the continued membership of said Member, or until its successor is elected and qualifies.

ARTICLE VII

Management of the Limited Liability Company

Pursuant to Florida Statute § 608.407 (1) (g) (2), the management of this Limited Liability Company is reserved to the Managing Members, who names and addresses are:

<u>Name</u>	<u>Address</u>
Eduardo José Frech	101 Crandon Blvd., Apt. 274 Key Biscayne, Florida 33149
Luis Daniel	9950 East Bay Harbor Drive Bay Harbor Island, Florida 33154

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.



Eduardo José Frech, as Incorporator

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF DADE

BEFORE ME, the undersigned authority, on this 6th day of May 2001, personally appeared

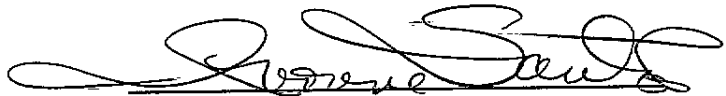
Eduardo José Frech who is

_____ to me well known to be the person described in and who signed the foregoing
Articles of Organization; or,

✓ produced the following identification: Florida Driver's License, with
identification number: F620 210 55 462-0.

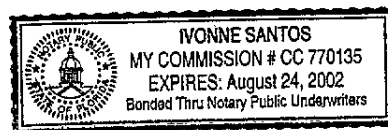
and acknowledged to me that he executed the same freely and voluntarily, for the uses and
purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.



NOTARY PUBLIC

My Commission Expires:

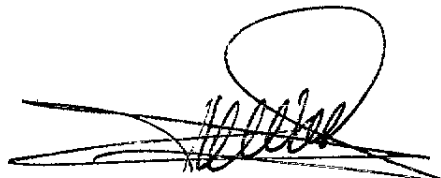


ACCEPTANCE OF SERVICE AS REGISTERED AGENT

(Fla Stat. §607.0501)

The undersigned, Stephen P. Walroth-Sadurní, having been named as registered agent to accept service of process for **FRECH & DANIELS INVESTORS, L.L.C.**, at the registered office designated in the Articles of Organization, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 6th day of June 2001.



Stephen P. Walroth-Sadurní

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