

LD1000010467



ACCOUNT NO. : 072100000032

REFERENCE : 199671 4336650

AUTHORIZATION :

Patricia Pignata

COST LIMIT : \$ 155.00

ORDER DATE : June 26, 2001

ORDER TIME : 2:59 PM

ORDER NO. : 199671-025

CUSTOMER NO: 4336650

CUSTOMER: Mr. Israel L. Alfonso
Baker & Mckenzie

200004448592--6

19th Floor
1200 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: GILAZO MINORITY INTERESTS,
LLC

EFFECTIVE DATE:

ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 JUN 27 AM 8:45

APPROVED
AND
FILED

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
JUN 27 PM 3:49
NOT RETURNED
TO AGENCY OF FILING
TO AGENCY OF FILING

UB
6-28-01

ARTICLES OF ORGANIZATION

OF

Gilazo Minority Interests, LLC

a Florida limited liability company

1. The name of this limited liability company is **Gilazo Minority Interests, LLC** (the "Company").
2. The Company is being formed for the following purposes:
 - a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
 - b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
 - c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the limited liability company or which at any time appear conducive thereto or expedient.

This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as amended from time to time.

3. The principal place of business, street address and the mailing address of the Company is:

2875 N.E. 191 Street
Penthouse I
Aventura, Florida 33180

4. The name and street address of the registered agent of the Company is:

Jack Azout
2875 N.E. 191 Street
Penthouse I
Aventura, Florida 33180

5. The Company shall be a manager-managed company.
6. The Company shall indemnify any and all of its members, managers, officers, employees or agents or former officers, managers, employees or agents or any person or persons who may have served at its request as an officer, manager, employee or agent of another company,

APPROVED
AND
FILED
01 JUN 27 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

corporation, partnership, joint venture, trust or other enterprise in which it owns an equity interest or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or their legal representative may be made a party or may be threatened to be made a party, by reason of such person being or having been an officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any officer, employee or agent may be entitled as a matter of law or which such person may be lawfully granted.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 25 day of June, 2001.

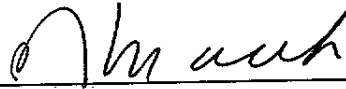


Jack Azout, Manager

RECEIVED
AND
FILED
01 JUN 27 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been appointed as Registered Agent for **Gilazo Minority Interests, LLC**, at the place designated in the Articles of Organization of **Gilazo Minority Interests, LLC**, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto. The undersigned is familiar with, and accepts, the obligations of a Registered Agent under the Florida Limited Liability Company Act.



Jack Azout

APPROVED
AND
FILED
01 JUN 27 AM 8:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA