

NAGEL & FELIPE LLP
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MJH

June 26, 2001

6/29

Department of State
Division of Corporations
PO Box 5327
Tallahassee, FL 32314

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-06/29/01--01083--010
****125.00 ****125.00

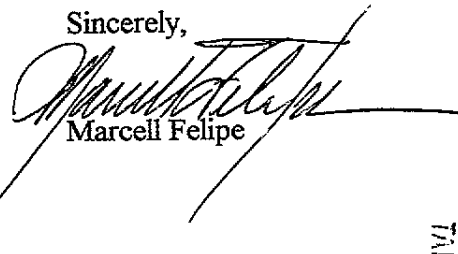
Dear Sir/Madam:

Enclosed, please find four counterparts of the Articles of Organization for MIAMI CAPITAL PARTNERS, LLC. to be filed with the Division of Corporations and a check in the amount of \$125.00 to cover the following:

Filing Fee	\$100.00
<u>Designation of Registered Agent</u>	<u>\$ 25.00</u>
Total	\$125.00

Once filed, please mail and fax a copy of the same to our office. If you have any questions, please call me.

Sincerely,



Marcell Felipe

MF:jb

FILED
01 JUN 29 PM 4:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is MIAMI CAPITAL PARTNERS, LLC.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

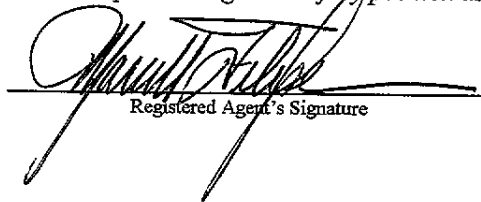
MIAMI CAPITAL PARTNERS, LLC
c/o Nagel & Felipe, LLP
888 Brickell Avenue, 5th Floor
Miami, Florida 33131

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Nagel & Felipe, LLP
888 Brickell Avenue, 5th Floor
Miami, Florida 33131

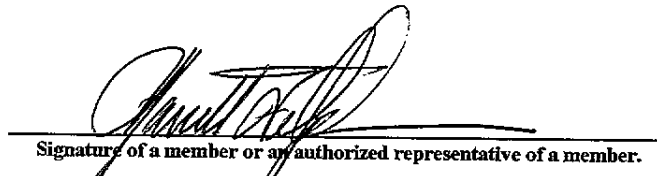
Having been named as registered agent and accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes 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 as provided for in Chapter 608, F.S..



Registered Agent's Signature

Article IV - Management

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



Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Marcell Felipe
Typed or printed name of the signee

Filing Fees:
\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (Optional)
\$ 5.00 Certificate of Status (Optional)

FILED
01 JUN 29 PM 4: 34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA