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July 3, 2001

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***130.00 ***130.00

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

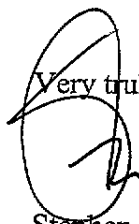
Re: Articles of Organization
Ocean III 3502, LLC

Dear Sir or Madam:

Enclosed please find the original, executed Article of Organization for Ocean III 3502. I have also enclosed a check in the amount of \$130.00 for the filing fee, designation of registered agent and certificate of status.

If you have any questions, please contact me at the number listed above.

Very truly yours,



Stephen V. Hoffman

SVH/emg

Encls.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION FOR OCEAN III 3502,
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I – Name:

The name of the Limited Liability Company is:

OCEAN III 3502 , LLC

ARTICLE II – Address:

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

20005 NE 6th Court Circle
Miami, Florida 33179

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

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

Stephen V. Hoffman, Esquire
MASTRIANA & CHRISTIANSEN, P.A.
1500 North Federal Highway, Suite 200
Fort Lauderdale, FL 33304

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 as provided for in Chapter 508, F.S..



Stephen V. Hoffman, Esq.

ARTICLE IV – Members:

The initial member's names and addresses are:

Eduardo Daniel Finkelberg
Rodriguez Pena 434, Piso 1, Oficina "A"
Buenos Aires, Argentina (1020)

Federico Zamora
Rodriguez Pena 434, Piso 1, Oficina "A"
Buenos Aires, Argentina (1020)

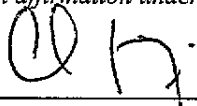
ARTICLE V – Management:

The Limited Liability Company is to be managed by one manager or more managers and is therefore a manager – managed company. The name and address of the managers are:

Roberto Andres Finkelberg
3180 So. Ocean Drive, #203
Hallandale, Florida 33009

Christian Roman Finkelberg
20005 NE 6th Court Circle
Miami, Florida 33179

(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)



Christian Roman Finkelberg, Manager

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TALLAHASSEE, FLORIDA