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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

LIMITED LIABILITY COMPANY

Carolina Holdings LLC

Certificate of Status	1
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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Carolina Holdings LLC

Article II. Address

The Company's street and mailing address is:
Carolina Holdings LLC
3306 Ponce de Leon
Suite 250
Coral Gables FL 33134

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TALLAHASSEE, FLORIDA

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Alos & Associates, P.A.
3306 Ponce de Leon
Suite 250
Coral Gables FL 33134

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

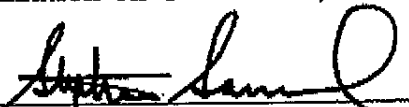
ANDRES F. ALOS
3306 Ponce de Leon Suite 250 Coral Gables FL 33134
MARTHA VIAS
3306 Ponce de Leon Suite 250 Coral Gables FL 33134

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Article VI. Company Existence

The Company's existence shall begin effective as of October 23, 2001.

The undersigned authorized representative of a member executed these Articles of Organization on October 23, 2001.


CORPORATE CREATIONS INTERNATIONAL INC.
Stephen T. Samuel Vice President

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach FL 33139
(305) 672-0686

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Carolina Holdings LLC

REGISTERED AGENT/OFFICE:

Alos & Associates, P.A.

3306 Ponce de Leon

Suite 250

Coral Gables FL 33134

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



ALOS & ASSOCIATES, P.A.
by S.T. Samuel as attorney-in-fact

Date: October 23, 2001

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