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AL

LIMITED LIABILITY COMPANY

NEWPART INVESTORS, L.L.C.

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 21, 2001

EMPIRE

SUBJECT: NEWPART INVESTORS, I.L.C.
REF: W01000026727

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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ARTICLES OF ORGANIZATION
OF
NEWPART INVESTORS, L.L.C.

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of the limited liability company is NEWPART INVESTORS, L.L.C. ("Company").

2. Duration. The Company shall exist from the date of filing these Articles with the Department of State until the occurrence of any of the events specified in Florida Statutes Section 608.441, unless continued by the unanimous consent of all of the remaining members.

3. Mailing Address and Street Address. The Company's mailing and street address is 2601 Biscayne Boulevard, P.O. Drawer 370308, Miami, Florida 33137.

4. Registered Agent and Office. The name of the initial registered agent of the Company is Antonio Rodriguez. The street address of the initial registered agent of the company is 2601 Biscayne Boulevard, P.O. Drawer 370308, Miami, Florida 33137..

5. Additional Members. Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.

6. Termination of Membership. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.

Prepared by: Roy R. Lustig, Esq.
Fla. Bar No. 280070
2600 Douglas Road, Suite 911
Coral Gables, Florida 33134

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7. Management of the Company. The management of the limited liability company is reserved to the members. The following member will initially be the day-to-day managing member:

NEWPORT PARTNERS, a Florida general partnership
by The Morris Tract Corporation, a Florida corporation
and Williston Highlands Corporation, a Florida corporation
as general partners.
2601 Biscayne Boulevard
P.O. Drawer 370308
Miami, Florida 3317

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8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.

9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization on November 19, 2001

NEWPORT PARTNERS, a Florida general
partnership, by The Morris Tract Corporation
and Williston Highlands Corporation, as
general partners.


Roger Miller, President

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 CERTIFICATE OF DESIGNATION OF
 REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the Provisions of Section 608.415, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designation of the Registered Office/Registered Agent, in the State of Florida.

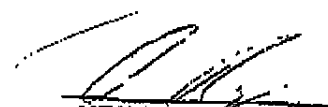
1. The name of the Limited Liability Company is: NEWPART INVESTORS, L.L.C.
2. The name and address of the Registered Agent and office is:

Antonio Rodriguez
 c/o Newport Partners
 2601 Biscayne Boulevard
 P.O. Drawer 370308
 Miami, Florida 33137

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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.

Dated this 19th day of November, 2001.


 ANTONIO RODRIGUEZ

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