LESLIE ALAN ROZENCWAJG ROSARIO FERRERO - CARR TELEPHONE (305) 379-6100 TELEFAX (305)379-6808 E-Mail: BIZLITLAW@aol.com

December 12, 2001

MIAMI, FLORIDA 33131

FEDEX AIRBILL NO. 8311 7047 3029

PERSONAL AND CONFIDENTIAL

Secretary of State Division of Corporations 409 E. Gaines Street Tallahassee, Florida 32399

> RE: Our Client File Number 1122(b)

****125.00

Dear Sir or Madam:

Enclosed please find the original as well as a copy of the Articles of Organization of MCC Group Communications B.M., L.C. and a check in the amount of One Hundred Twenty-Five Dollars (\$125.00) representing the filing fee. Please process the same accordingly.

Cordially,

LESLIE-ALAN ROZENCWAIG, P.A

ŔOSÁŘIO FERRERO-CARR, ESQ.

For the Firm

RFC/cg **Enclosures**

ARTICLES OF ORGANIZATION OF MCC GROUP COMMUNICATIONS B.M., L.C.

Article I Name

The name of the Limited Liability Company is: MCC GROUP COMMUNICATIONS B.M., L.C.

Article II Address

The mailing address and street address of the principal office of the Limited Liability Company is: 2121 Ponce De Leon Boulevard, Suite 1100, Coral Gables, Florida 33134.

Article III Registered Agent

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

Leslie Alan Rozencwaig, P.A. One S.E. Third Avenue, Suite 960 Miami, Florida 33131

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.

Article IV Management

eslie Alan Rozencwaig, Esq

(CHECK BOX IF APPLICABLE)

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

Member/authorized representative of Member (In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under

FERRAN FONTAL

the penalties of perjury that the facts stated herein are true)

Article V Managing Members

The managing members are: Ferran Fontal, whose address is 2121 Ponce De Leon Boulevard, Suite 1100 Coral Gables, Florida 33134 and Manuel Otero, whose address is 2121 Ponce De Leon Boulevard, Suite 1100 Coral Gables, Florida 33134.

F:\WPDATA\FERRERO\1122\DOCUMENTS\ARTICLESOFORG.DOC