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Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

HEMISPHERIC HOLDING COMPANY, L.L.C.\

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ARTICLES OF ORGANIZATION
OF
HEMISPHERIC HOLDING COMPANY, 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).

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ARTICLE I. NAME

The name of this limited liability company is **HEMISPHERIC HOLDING COMPANY, L.L.C.**

ARTICLE II. 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 member(s).

ARTICLE III. MAILING ADDRESS AND STREET ADDRESS

The Company's mailing address and street address is 2600 S. Douglas Road, Suite 1008, Coral Gables, Florida 33134.

ARTICLE IV. REGISTERED AGENT AND OFFICE

The name of the initial registered agent of the Company and his address is John H. Blake, 2600 S. Douglas Road, Suite 1008Coral Gables, Florida 33134.

This document prepared by:

Luis E. Rivera-Montalvo, Esq.
Law Offices of Luis Ernesto Rivera
The Law Center. Suite 14
370 Minorca Avenue
Coral Gables. Florida 33134
(305) 569-0663

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ARTICLE V. ADDITIONAL MEMBERS

Additional member(s) to the Company may be admitted, but only if (all of) the current member(s) agree(s) to the admission of the additional member(s) and to the terms of admission.

ARTICLE VI. 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 member(s) may, by unanimous written agreement, continue the business of the Company.

ARTICLE VII. MANAGEMENT OF THE COMPANY

The management of the limited liability company is reserved to the member(s). The following person(s) will initially be the managing member(s):

John H. Blake, President (CEO) and Director
2600 S. Douglas Road, Suite 1008
Coral Gables, Florida 33134

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ARTICLE VIII. REGULATIONS

The member(s) 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.

ARTICLE IX. DATE OF EXISTENCE OF THE COMPANY

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

IN WITNESS WHEREOF, the undersigned has signed and sealed these Articles of Organization this 26th day of December 2001.

JOHN H. BLAKE

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this date personally appeared JOHN H. BLAKE, before me, an Officer duly authorized to take acknowledgments and administer oaths in the State of Florida, to me well known to be the person described in or who has produced Florida driver's license as identification and who executed the foregoing Articles of Organization, and who acknowledged before me that he executed the same freely and voluntarily for the purpose therein expressed.

WITNESS my hand and official seal this 26th day of December 2001, at Miami, Miami-Dade County, State of Florida.

NOTARY PUBLIC

Commission No. ________

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01 DEC 27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
OFFICIAL NOTARY SEAL
LUIS ERNESTO RIVERA
COMMISSION NUMBER
DD037590
MY COMMISSION EXPIRES
JUNE 27,2005

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CERTIFICATE DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

FIRST: That **HEMISPHERIC HOLDING COMPANY, L.L.C.** desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Coral Gables, State of Florida, has named John H. Blake, located at 2600 S. Douglas Road, Suite 1008Coral Gables, Florida 33134, as its Registered Agent to accept service of process within Florida.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 DEC 27

JOHN H. BLAKE

DATE: Dec. 26, 2001

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

JOHN H. BLAKE

DATE: Dec. 26, 2001

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