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BOARD CERTIFIED TAX ATTORNEY

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January 2, 2002

AIRBORNE EXPRESS # 2545145820

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, FL 32301

Re: OTMD, L.L.C.

Dear Sir/Madam:

FILED
02 JAN -4 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We are enclosing herewith an original and one copy of the Articles of Organization for the above-referenced Corporation. In addition, a check in the sum of \$155 is enclosed for the following fees:

Filing fee	\$100
Certified Copy	\$ 30
Registered Agent fee	\$ 25

Please file the original of the enclosed Articles of Organization and return a certified copy to the attention of the undersigned.

In order to expedite the delivery of this certified copy to me, we have enclosed a Airborne Express return envelope.

Your prompt attention to this matter is appreciated.

Very truly yours,


Ivan A. Gomez

LAG/mh

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OK

**ARTICLES OF ORGANIZATION
OF
OTMD HOLDING, L.L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, in forming a Florida Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopt the following Articles of Organization for such Company:

ARTICLE I

NAME

The name of the Company is OTMD HOLDING, L.L.C..

ARTICLE II

OFFICE AND MAILING ADDRESS

The initial principal office of the Company is located at 135 West 49 Street, Hialeah, Florida 33012, and the mailing address of the Company is c/o IVAN A. GOMEZ, P.A., 601 Brickell Key Drive, Suite 507, Miami, Florida 33131.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company is 601 Brickell Key Drive, Suite 507, Miami, Florida 33131, and the name of the initial Registered Agent of the Company at that address is IAG CORPORATE SERVICES, INC.

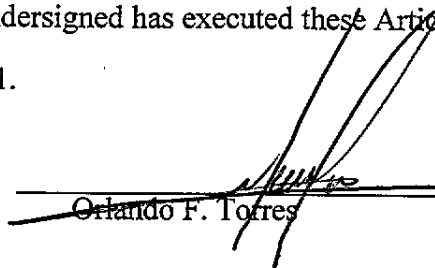
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02 JAN -4 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV
MANAGEMENT

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 27 day of Nov, 2001.

FILED
02 JAN -4 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

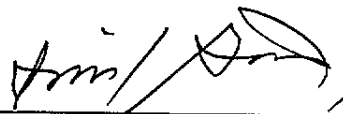

Orlando F. Torres

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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, we hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of my position as registered agent as provided for in Florida Statutes, Chapter 608.

IAG CORPORATE SERVICES, INC.

Date: 1/2/02

By:  PRES.
IVAN A. GOMEZ, President