

CORPORATION NAME(S) & DOCUM	MENT NUMBER(S), (if known):
1. Corporation Name)	10) (Document #)
2. (Corporation Name)	(Document #)
3. (Corporation Name)	(Document #)
4(Corporation Name) Walk in Pick up time	(Document #) Certified Copy
Mail out Will wait	Photocopy
Profit Not for Profit Limited Liability Domestication Other	AMENDMENTS 300004844183—3 -01/38/02-01016-021 Amendment ****155.00 ****155.00 Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal Merger
OTHER FILINGS Annual Report Fictitious Name	REGISTRATION/QUALIFICATION Foreign Limited Partnership Reinstatement Trademark Other

Examiner's Initials

ARTICLES OF ORGANIZATION

ARTICLE I - Name

The name of the limited liability company is New Dawn 107, LLC (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 3006 Aviation Avenue, Suite 2A, Coconut Grove, Florida 33133.

ARTICLE III - Registered Agent

The name and street address of the registered agent of the Company in the state of Florida is Robert M. Haber, Esq., Freeman, Butterman, Haber, Rojas & Stanham, LLP., 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131.

ARTICLE IV – Management

The Company is to be managed by two managers and the names and addresses of such managers who are to serve as managers are:

Jack Kaplan 3006 Aviation Avenue, Suite 2A Coconut Grove, Florida 33133

Eduardo Avila 3006 Aviation Avenue, Suite 2A Coconut Grove, Florida 33133

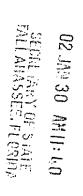
The Company is to be a manager-managed company.

ARTICLE V - Duration

The period of duration for the Company shall be perpetual.

ARTICLE VI - Admission of Additional Members

The members will have the right to admit additional members.



ARTICLE VII - Members Right to Continue Business

The remaining members of the Company will have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company.

In accordance with Florida Statutes, Section 608.408(3), the undersigned, as the authorized representative of a member by his execution below, hereby affirms under penalties of perjury that the facts stated herein are true.

January <u>9</u>, 2<u>0</u>02

Robert M. Haber



STATEMENT AND ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Pursuant to the provisions of Florida Statutes, Section 608.415, the undersigned, as registered agent designated by New Dawn 107, LLC, hereby submits the following statement:

1. The name of the limited liability company is:

New Dawn 107, LLC

2. The name and address of the registered agent and office is:

Robert M. Haber, Esq. Freeman, Butterman, Haber & Rojas, LLP. 520 Brickell Key Drive, Suite O-305 Miami, Florida 33131

Having been designated as registered agent and to accept service of process for the above state limited liability company at the place designated in this statement, 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.

Robert M. Haber

anuary <u>19</u>, 2002.