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REFERENCE : 385613 7108498

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 155.00

ORDER DATE : February 6, 2002

ORDER TIME : 12:23 PM

ORDER NO. : 385613-015

CUSTOMER NO: 7108498

CUSTOMER: Richard J. Alan Cahan, Esq
Becker & Poliakoff, P.a.
Richard J. Alan Cahan, Esq
Suite 100
5201 Blue Lagoon Drive
Miami, FL 33126

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CLERK OF SUPERIOR COURT
CALIFORNIA, 11/00/02

DOMESTIC FILING

NAME: 142 MANAGEMENT HOLDINGS,
L.L.C.

700004883697--0

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 1114

EXAMINER'S INITIALS:

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ARTICLES OF ORGANIZATION
OF
142 Management Holdings, L.L.C.

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608, Florida Statutes, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:-

ARTICLE I - NAME

The name of this limited liability company (the "Company") shall be 142 Management Holdings, L.L.C.

ARTICLE II - DURATION

The Company shall exist for not more than 30 years from the filing date of these Articles.

ARTICLE III - PURPOSE

The limited liability company is being formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida.

ARTICLE IV - INITIAL PLACE OF BUSINESS

The initial principal place of business of the Company shall be 14260 S. W. 142ND Avenue, Unit 106, Miami, Florida 33186 and the initial mailing address of the Company is 14260 S.W. 142ND Avenue, Unit 106 Miami, Florida 33186.

ARTICLE V - REGISTERED OFFICE
AND REGISTERED AGENT

The registered office of the Company shall be Suite 100, 5201 Blue Lagoon Drive, Miami, Florida 33126, and such other place or places as the members from time to time may determine. The name

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of the initial registered agent located at that address shall be Richard J. Alan Cahan.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted upon the approval of the Membership Interests of the Company, as defined in the Operating Agreement of the Company (the "Operating Agreement"), upon the written application of such new member and in the manner set forth in the Operating Agreement.

ARTICLE VII - INITIAL MEMBERS

The names, addresses ownership interests of the initial members are as follows:

<u>NAME</u>	<u>OWNERSHIP INTERESTS</u>	<u>ADDRESS</u>
CARLOS A. HOYO and GEORGETTE HOYO Tenants by the Entirety	100%	15521 S.W. 115 TH Terrace Miami, FL 33186

ARTICLE VIII - MANAGEMENT OF BUSINESS

Subject to the terms of the Operating Agreement, the business of the Company shall be managed by the following Managers:

<u>NAME</u>	<u>ADDRESS</u>
CARLOS A. HOYO	15521 S.W. 115 TH Terrace Miami, FL 33196

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ARTICLE IX -

WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY OR EXPULSION

Subject to the terms and conditions of the Operating Agreement upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, the Company shall be dissolved unless a majority of the Membership Interests, as defined subject to the terms and conditions of the Operating Agreement, consent to continue the business of the Company, or by amendment to these Articles of

Organization providing for the continued existence of the Company subsequent to the foregoing events.

ARTICLE X - OPERATING AGREEMENT

The members of the limited liability company shall adopt the Operating Agreement containing all provisions for the regulation and management of this company not inconsistent with law or these articles. The power to alter, amend or repeal the Operating Agreement shall be vested in the Members of this Company. For purposes of these Articles of Organization and any other matter relating to the Company, the Operating Agreement of the Company shall be deemed the Regulations of the Company pursuant to appropriate provisions of Florida Statutes and the terms "Operating Agreement" and "Regulations" may be used interchangeably.

ARTICLE XI - AMENDMENTS

These Articles may be amended from time to time pursuant to the terms and conditions set forth in the Operating Agreement, and the Amendment shall be filed, duly signed by a majority of the Membership Interests of the Company, with the Florida Department of State.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on the 31 day of December, 2001.

Carlos A. Hoyo

CARLOS A. HOYO

Member/Manager

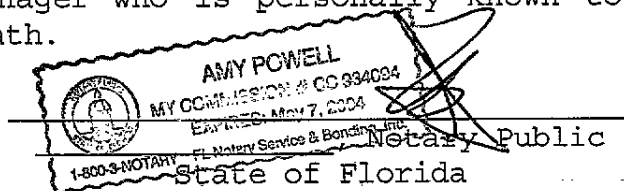
Georgette H Hoyo

STATE OF FLORIDA)

SS. GEORGETTE HOYO, Member

COUNTY OF MIAMI-DADE)

The foregoing Articles of Organization was acknowledged before me this 31 day of December, 2001 by CARLOS A. HOYO and, Members/Manager who is personally known to me and who did (not) take an oath.

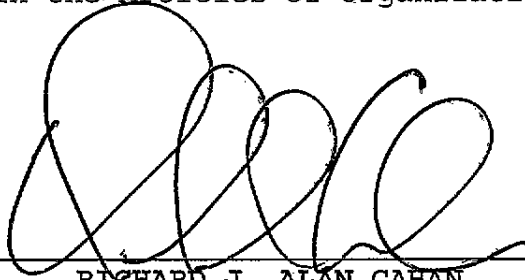


My Commission Expires:

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REGISTERED AGENT ACCEPTANCE

I hereby accept appointment to act as the initial registered agent for this Limited Liability Company, 142 REALTY, L.L.C., as stated in the Articles of Organization.

A handwritten signature in black ink, appearing to read 'R. J. Alan Cahan', is written over a horizontal line.

RICHARD J. ALAN CAHAN

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