csc L02000006/6/

ACCOUNT NO. : 072100000032

REFERENCE: 475548 121767A

AUTHORIZATION :

COST LIMIT : \$ 125.00

atricia Pigit

ORDER DATE: March 15, 2002

ORDER TIME: 10:23 AM

ORDER NO. : 475548-005

CUSTOMER NO: 121767A

CUSTOMER: Ms. Maria Elena Dieguez

Karp & Genauer, P.a.

Suite 1202

2 Alhambra Plaza

Coral Gables, FL 33134

DOMESTIC FILING

NAME: VALENTINE HOLDINGS, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

X PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

OZ MAR 15 MI II: 24

400005110284-

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

VALENTINE HOLDINGS, LLC

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Con

2121 Ponce de Leon Boulevard, Suite 711 Coral Gables, Florida 33134

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Mark S. Schechner

Name

2121 Ponce de Leon Boulevard, Suite 711

Florida street address (P.O. Box NOT acceptable)

Coral Gables, Florida 33134

City, State, and Zip

Having been named as registered agent and to accept service of process for the above sated 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 than familiar with and accept the obligations of my position as registered agent graph provided for in Chapter 608, F.S.

Registered Agent's Signature

Mark S. Schechner

ARTICLE IV - Management (Check box, if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company. The initial-Manager of the Company shall be Desirae Monacelli.

(An additional article must be added if an effective date is requested)

Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Mark S. Schechner

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)