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SPENCER & KLEIN
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

SUITE 1901
801 BRICKELL AVENUE
MIAMI, FLORIDA 33131

TELEPHONE (305) 374-7700
TELECOPIER (305) 374-4890

April 19, 2002

Via Federal Express

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***155.00 ***155.00

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

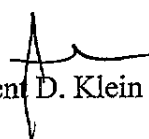
Re: BAP Clematis, LLC

Gentlemen:

Enclosed are two (2) executed copies of Articles of Organization for the above referenced limited liability company, along with a check in the amount of \$155.00. Please return the certified copy of the Articles of Organization by U.S. mail to the undersigned.

If there are any questions, please call.

Very truly yours,


Brent D. Klein

BDK/ic
Enclosures

cc: Mr. Willy Bermello
Mr. Henry Pino
Mr. Mark Troy

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ARTICLES OF ORGANIZATION

OF

BAP CLEMATIS, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization:

ARTICLE I

Name

The name of the Company is BAP Clematis, LLC. The street address of the principal office of the Company and the mailing address of the Company are Suite 1000, 2601 South Bayshore Drive, Miami, Florida 33134.

ARTICLE II

Duration

The Company shall commence its existence on the date of filing of Articles of Organization with the Department of State of the State of Florida and the duration of the Company is perpetual.

ARTICLE III

Purposes

The general purposes for which the Company is organized are:

1. To transact any lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

Registered Office and Agent

The street address of the initial registered office of the Company is Suite 1901, 801 Brickell Avenue, Miami, Florida 33131, and the name of its initial registered agent at such address is Brent D. Klein.

ARTICLE V

Admission of Additional Members

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company and upon such terms and conditions as shall be determined by all the members.

ARTICLE VI

Termination of Existence

The Company shall not be dissolved 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 in the Company.

ARTICLE VII

Management

The management of the Company shall be reserved by its members, subject to, and in accordance with, the operating agreement adopted by, and any written agreements entered into by, the members for the management of the business and affairs of the Company.

ARTICLE VIII

Voting

Except as otherwise provided in the operating agreement adopted by, and any written agreement entered into by, the members, with respect to any matter requiring a vote of the members, each member shall have one vote for each one percent (1%) interest in the Company.

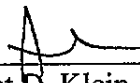
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ARTICLE IX

Operating Agreement

Except as otherwise provided in the operating agreement adopted by, and any written agreement entered into by, the members, the members may from time to time, by majority vote, adopt, alter, amend or repeal the operating agreement for the Company

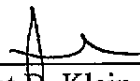
Executed by the undersigned, as the authorized representative of the members, this 19th day of April, 2002.



Brent D. Klein

ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent by the above limited liability company at the place designated in the foregoing Articles of Organization, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Brent D. Klein

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