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STOBS & FITZGERALD

ATTORNEYS AT LAW

DONALD W. STOBS, JR.
BOARD CERTIFIED IN WILLS, TRUSTS & ESTATES

JOHN E. FITZGERALD, JR.
ALSO ADMITTED IN NY

9165 PARK DRIVE
MIAMI SHORES, FL 33138
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April 18, 2002

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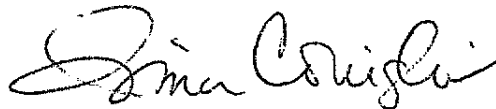
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Urbanus Technologies, LLC

Dear Sir/Madam: ---

Enclosed for filing is an original Articles of Organization for Urbanus Technologies, LLC, along with our check in the amount of \$130.00 for the filing fee and a certificate of status.

Sincerely,



IRINA CONIGLIO
Legal Assistant

/ic
Encls.

FILED
2002 APR 19 PM 4:44
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN APR 24 2002

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
URBANUS TECHNOLOGIES, LLC**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

**ARTICLE I
Name**

The name of the limited liability company (hereinafter referred to as the "Company") is URBANUS TECHNOLOGIES, LLC.

**ARTICLE II
Nature of Business and Mailing Address**

The Company is organized for the purpose of transacting any or all lawful business. The mailing address and street address of the principal office of the Company is 89 NE 27th Street, Miami, FL 33137.

**ARTICLE III
Duration**

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

**ARTICLE IV
Management**

This Company shall be managed by a manager or managers and is, therefore, a manager-managed company. Except as otherwise provided in the Regulations and Operating Agreement, the Manager(s) shall have full authority to conduct the business of the Company, including but not limited to, the authority to elect or appoint officers for the Company.

**ARTICLE V
Admission of Additional Members**

New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the unanimous consent of all Members or as otherwise provided in the Regulations and Operating Agreement of the Company.

**ARTICLE VI
Members' Rights to Continue Business**

The remaining Members of the Company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member

in this Company. The Company shall terminate upon the consent of all Members or as otherwise provided in accordance with the terms of the Regulations and Operating Agreement.

ARTICLE VII

Limitation on Agency Authority of Members

Pursuant to Section 608.424 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE VIII

Initial Registered Office and Agent

The street address of the initial registered office of this Company is 9165 Park Drive, Miami Shores, FL 33138, and the name of the initial registered agent of this Company at that address is John E. Fitzgerald, Jr.

ARTICLE IX

Share Certificates

Each Member's interest in the Company shall be evidenced by a membership or share certificate.

ARTICLE X

Amendment

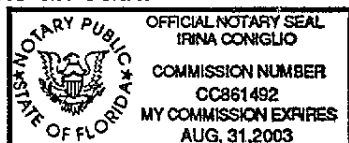
This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

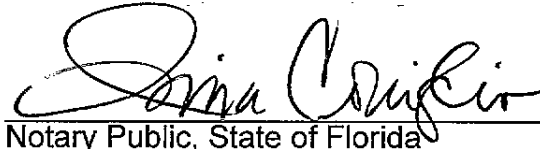
IN WITNESS WHEREOF, the undersigned authorized representative of the initial Members has executed these Articles of Organization and acknowledged them to be my act this 9th day of April, 2002.


John E. Fitzgerald, Jr.
Authorized Representative

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument as acknowledged before me this 9th day of April, 2002, by John E. Fitzgerald, Jr., who is personally known to me and who did not take an oath.




Notary Public, State of Florida

My Commission Expires:

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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 4/9/02



JOHN E. FITZGERALD, JR.

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