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IVAN A. GOMEZ, P.A.

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IVAN A. GOMEZ
BOARD CERTIFIED TAX ATTORNEY

4/29
April 26, 2002

MJH

AIRBORNE EXPRESS # 8736940973

Corporate Records Bureau
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301

FL UC

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-04/29/02-01115-006
****155.00 ****155.00

Re: C & H Holding, L.L.C.

Dear Sir/Madam:

We are enclosing herewith an original and one copy of the Articles of Organization for the above-referenced Corporation. In addition, a check in the sum of \$155 is enclosed for the following fees:


Filing fee	\$100
Certified Copy	\$ 30
Registered Agent fee	\$ 25

Please file the original of the enclosed Articles of Organization and return a certified copy to the attention of the undersigned.

In order to expedite the delivery of this certified copy to me, we have enclosed a Airborne Express return envelope.

Your prompt attention to this matter is appreciated.

Very truly yours,


Ivan A. Gomez

LAG/mh

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Enclosures

cc: Mr. Hans and Ms. Claire Baumann
Charles L. Ruffner, Esq.

FILED
02 APR 29 AM 10:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF ORGANIZATION
OF
C & H HOLDING, L. L. C.
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, in forming a Florida Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopt the following Articles of Organization for such Company:

**ARTICLE I
NAME**

The name of the Company is C & H HOLDING, L.L.C.

**ARTICLE II
OFFICE AND MAILING ADDRESS**

The initial principal office of the Company is located at 9455 N.W. 40th Street Road, Miami, Florida 33178 and the mailing address of the Company is 9455 N.W. 40 Street Road, Miami, Florida 33178.

**ARTICLE III
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company is 601 Brickell Key Drive, Suite 507, Miami, Florida 33131, and the name of the initial Registered Agent of the Company at

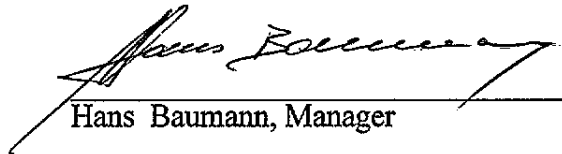
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TALLAHASSEE FLORIDA

that address is Charles L. Ruffner, P.A.

ARTICLE IV
MANAGEMENT

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 17 day of January, 2002.


Hans Baumann, Manager

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, we hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of my position as registered agent as provided for in Florida Statutes, Chapter 608.

CHARLES L. RUFFNER, P.A.

Date: 1/17/02

By: 
Charles L. Ruffner, President