

Division of Corporations

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Division of Corporations
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LIMITED LIABILITY COMPANY**VENUSA INVESTMENTS, LLC**

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**ARTICLES OF ORGANIZATION
OF
VENUSA INVESTMENTS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes (the "Act"), hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

ARTICLE I. NAME

The name of the limited liability company is VENUSA INVESTMENTS, LLC (the "Company").

ARTICLE II. MAILING AND STREET ADDRESS

The mailing address and street address of the principal office of the Company shall be: c/o Lawrence M Schantz, 2601 South Bayshore Drive, Suite 1600, Miami, Florida, 33133.

ARTICLE III. REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company in the State of Florida is Lawrence M. Shantz, 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

ARTICLE IV. DURATION

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Operating Agreement.

ARTICLE V. PURPOSES AND POWERS

The Company shall engage in any business or investment activity which may be legally conducted by limited liability companies under the Act. The Company shall have any and all powers which are necessary or desirable to carry out the purposes and business of the Company, to the extent the same may legally be exercised by limited liability companies under the Act.

ARTICLE VI. MANAGEMENT

The Company shall be a member-managed limited liability company and shall be managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may

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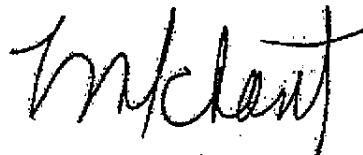
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contain any provisions for the regulation and management of the business and operations of the Company, not inconsistent with Florida law or the Articles.

ARTICLE VII. AMENDMENT

The Articles may be amended only by the unanimous consent of all of the members.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization on this 8th day of August, 2002.



Authorized Representative

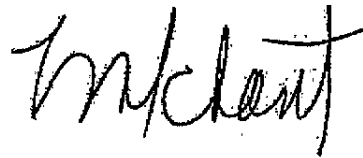
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ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of VENUSA INVESTMENTS, LLC, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.



By: _____
Laurence M. Schantz

Dated: August 8, 2002

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