

DEC 16 2002 12:16 PM FR HOLLAND & KNIGHT
Division of Corporations

TO 27752#95000#3600 P.01

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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 205-0383

From:
Account Name : JAM MARK LIMITED
Account Number : 120000000112
Phone : (305) 789-7758
Fax Number : (305) 789 7199

LIMITED LIABILITY COMPANY

MA HOLDINGS, LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

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VISION OF CORPORATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FAX NO.

TO 27758#95000#3600 P.02

**ARTICLES OF ORGANIZATION
OF
MA HOLDINGS, LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is MA HOLDINGS, LLC (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

701 Brickell Ave.
Suite 3000
Miami, Florida 33131

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Ave., Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV

MANAGEMENT

The Company shall be managed by at least one (1) Member as described in the Operating Agreement.

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ARTICLE V. DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

ARTICLE VI. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

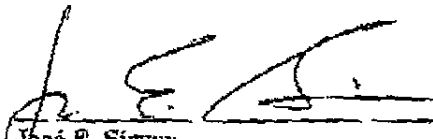
ARTICLE VII. ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

ARTICLE VIII. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 16th day of December, 2002.


José E. Sirven
Duly Authorized Representative of a
Member

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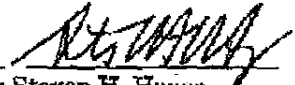
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TO 27758#95000#3600 P.04

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for MA HOLDINGS, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 16 day of December, 2002.

INTRASTATE REGISTERED AGENT CORPORATION

By: 
Name: Steven H. Hagen
Title: Vice President

MAI1 #1190693 v1

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