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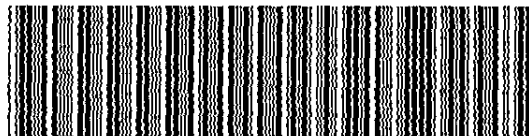
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DIVISION OF CORPORATION

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ACCOUNT NO. : 072100000032

REFERENCE : 886308 7108498

AUTHORIZATION : *Patricia Piquero*

COST LIMIT : \$ 155.00

ORDER DATE : January 9, 2003

ORDER TIME : 10:37 AM

ORDER NO. : 886308-015

CUSTOMER NO: 7108498

CUSTOMER: Richard J. Alan Cahan, Esq
Becker & Poliakoff, P.a.
Richard J. Alan Cahan, Esq
Suite 100
5201 Blue Lagoon Drive
Miami, FL 33126

DOMESTIC FILING

NAME: BASE EQUIPMENT LEASING, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Ginger Simmons - EXT. 1139

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION

FOR

BASE EQUIPMENT LEASING, L.L.C.

The undersigned person, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act, hereby adopts the following Articles of Organization:

1. **Name.** The name of this limited liability company is "BASE EQUIPMENT LEASING, L.L.C." ("Company").
2. **Duration.** The Company's period of duration shall be perpetual from the date of the filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members or as provided by statute.
3. **Purpose.** The Company is organized to conduct all lawful purposes allowed under the Florida Limited Liability Company Act.
4. **Principal Place of Business.** The mailing and street address of its initial principal place of business is:

BASE EQUIPMENT LEASING, LLC
7900 S. W. 52nd Court
Coral Gables, Florida 33143

5. **Registered Agent and Office.** The name and address of its registered agent, whose "Consent to Appointment as Registered Agent" is included with these Articles, is:

RICHARD J. ALAN CAHAN, ESQ.
Becker & Poliakoff, P.A.
5201 Blue Lagoon Drive, Suite 100
Miami, FL 33126-2065

The address of its registered office is:

5201 Blue Lagoon Drive, Suite 100
Miami, FL 33126-2065

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93 JAN -9 PM 4:10
CLERK OF THE COURT
STATE OF FLORIDA

6. **Capitalization.** The capital contribution of its members has a value of \$1,000.00.
7. **Additional Capital Contributions of Members.** Additional capital contributions may be contributed only upon the unanimous vote of the members, and no additional capital contribution will ever be required at the request of non-member third parties.
8. **Admission of Additional Members.** Additional members may be admitted only upon such terms as are unanimously agreed to by all members pursuant to the applicable provisions in the Operating Agreement.
9. **Continuity.** The members have the right to continue the business of the Company 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 the Company. Continuation may occur only pursuant to the terms of the Operating Agreement and with the unanimous vote of the members.
10. **Management.** The business of the Company shall be managed by one or more managers pursuant to the Regulations of the Company and is, therefore, a manager-managed company. The names and mailing addresses of the initial Managers of the Company are:

Maria E. Hernandez
7900 SW 52nd Court
Coral Gables, FL 33143

Ana M. Hernandez
118 Malva Court
Coral Gables, FL 33143

Sara Ferrer
8281 La Rampa Street
Coral Gables, FL 33143

Brenda Behar
21441 Highland Lakes Boulevard
North Miami Beach, FL 33179

11. **Initial Members.** The name and address of the initial members of the Company are as follows:

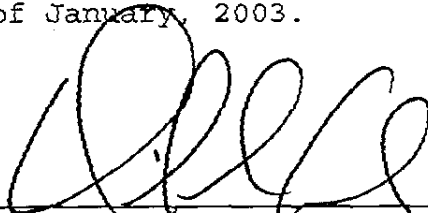
Maria E. Hernandez
7900 SW 52nd Court
Coral Gables, FL 33143

Ana M. Hernandez
118 Malva Court
Coral Gables, FL 33143

Sara Ferrer
8281 La Rampa Street
Coral Gables, FL 33143

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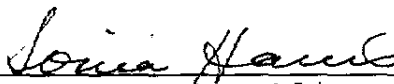
Dated this 8th day of January, 2003.



RICHARD J. ALAN CAHAN, ESQ.
as an authorized Representative
of the collective initial members

State of Florida)
) ss
County of Miami-Dade)

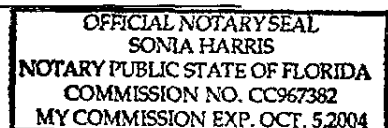
The foregoing Articles of Organization were acknowledged before me this 8th day of January, 2003, by Richard J. Alan Cahan, as an authorized Representative of the collective initial members, who has produced his passport for identification.



Notary Public

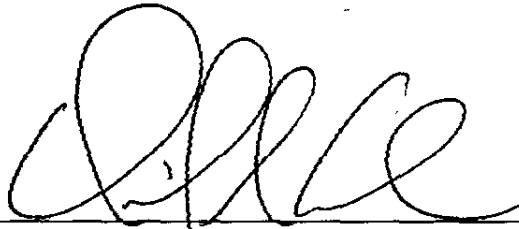
Name of Notary: SONIA HARRIS

My Commission expires:



Consent to Appointment 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 these Articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent, as provided for in Chapter 608, F.S.

A handwritten signature in black ink, appearing to read 'R. J. Cahan', written over a horizontal line.

RICHARD J. ALAN CAHAN
as Registered Agent