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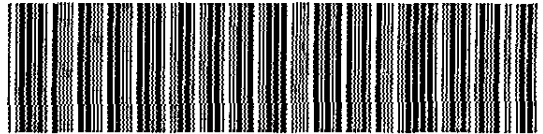
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TALLAHASSEE, FLORIDA

J. BRYAN FEB - 6 2003

HELLER AND CHAMES, P.A.
ATTORNEYS AT LAW

JONATHAN A. HELLER
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February 4, 2003

Federal Express

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

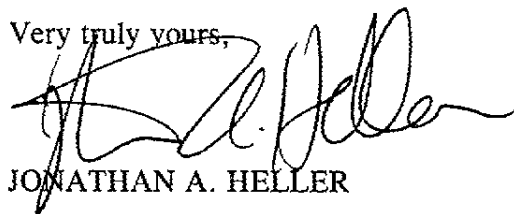
Re: MCD. LLC

Dear Sir or Madam:

Enclosed please find Articles of Organization for the above-referenced limited liability company, together with a check in the amount of \$125.00 as the filing fee.

Thank you in advance for your prompt attention to this matter.

Very truly yours,



JONATHAN A. HELLER

JAH/mak
Enclosures

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
MCD, LLC

FILED
2003 FEB -5 AM 9:09
JUDICIAL DEPARTMENT
TALLAHASSEE, FLORIDA

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

ARTICLE 1 - NAME

The name of the limited liability company shall be MCD, LLC ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 888 Brickell Avenue, Miami, Florida 33131 and the mailing address shall be the same.

ARTICLE 3 - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

Subject to the provisions of Article 9, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

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TALLAHASSEE, FLORIDA

ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is Heller and Chames, P.A., at 888 Brickell Avenue, 6th Floor, Miami, Florida 33131. The name and address of the registered agent of this Company is Heller and Chames, P.A., 888 Brickell Avenue, 6th Floor, Miami, Florida 33131.

ARTICLE 7 - MANAGEMENT

The Managers of the Company shall be:

Operating Manager:	Manuel Mariano Marquez
Operating Manager:	Carmen Natalia Daly

whose addresses shall be the same as the mailing address of the Company.

ARTICLE 8 - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE 9 - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

ARTICLE 10 - MEMBERS

The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the Company are:

Manuel Mariano Marquez
888 Brickell Avenue
Miami, Florida 33131

Carmen Natalia Daly
888 Brickell Avenue
Miami, Florida 33131

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Miami-Dade County, Florida, for the foregoing uses and purposes this 04 day of February, 2003.


MANUEL MARIANO MARQUEZ

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF ORGANIZATION

Heller and Chames, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under §608.4155, Florida Statutes and other applicable Florida Statutes.

HELLER AND CHAMES, P.A.


JONATHAN A. HELLER, PRESIDENT

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JUNCTION OF CORPORATIONS
TALLAHASSEE, FLORIDA