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From:
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LIMITED LIABILITY COMPANY

CISNEROS GROUP DESIGN DISTRICT LLC

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| Certificate of Status | 1 |
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**ARTICLES OF ORGANIZATION OF
CISNEROS GROUP DESIGN DISTRICT LLC**

The undersigned, being authorized to execute and file these Articles, hereby forms a limited liability company under the laws of the State of Florida to be known as CISNEROS GROUP DESIGN DISTRICT LLC (the "Company").

ARTICLE I -- Name

The name of the Company is CISNEROS GROUP DESIGN DISTRICT LLC

ARTICLE II -- Address

The mailing address and street address of the initial principal office of the Company is 4040 NE 40th Street, Suite 306, Miami, Florida 33137, or at another place which the managing member selects.

ARTICLE III -- Duration

The term of existence of the Company shall commence upon the filing of these Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved as set forth in Article V below.

ARTICLE IV -- Management

The Company shall be managed by its members.

The name and address of the initial managing member is set forth below:

Lyle Chariff
4040 NE 40th Street, Suite 306
Miami, Florida 33137

The managing member shall have full, exclusive and complete discretion, power and authority, subject in all cases to these Articles of Organization, any operating agreement, and the requirements of applicable law, to manage, control, administer, and operate the business and affairs of the Company and to make all decisions affecting such business and affairs. No person other than the managing member shall have any right or authority to act for or bind the Company except as expressly permitted in these Articles of Organization, or as required by law. Except as set forth above in this paragraph, pursuant to Section 608.4235 of the Florida Limited Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

ARTICLE V - Dissolution of Company

The Company may be dissolved only in accordance with the Florida Limited Liability Company Act (the "Act") and any Regulations of the Company as may be adopted from time to time by the members of the Company.

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ARTICLE VI -- Admission of Additional Members

Additional Members may be admitted to the Company only with the unanimous written consent of all members. Any such additional members shall be subject to and required to comply with the Act, these Articles of Organization, any Regulations adopted by the Members of the Company from time to time, and such other agreements, rules, or guidelines or documents as the members may from time to time determine in their sole discretion.

ARTICLE VII -- Members' Rights to Continue Business

In the event of the death, retirement, resignation, expulsion, bankruptcy, dissolution or the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members of the Company shall have the right to continue the business of the Company.

ARTICLE IX - Registered Agent and Registered Agent Address

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Lyle Chariff
4040 NE 40th Street, Suite 306
Miami, Florida 33137

ARTICLE X - Amendment to Articles of Organization

Members may adopt, alter, amend or repeal any provision of these Articles of Organization upon the affirmative vote of a majority of all of the members of the Company which vote is taken at a duly called meeting of the members as such other matter in accordance with the Act and any Regulations of the Company adopted by members from time to time.

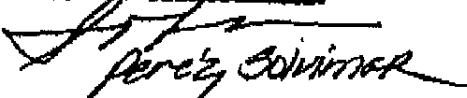
IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 16 day of JUNE, 2003.


Lyle Chariff
Managing Member

SWORN TO and SUBSCRIBED before me this 16 day of June, 2003 by Lyle Chariff. He is personally known to me or has produced _____ as identification.



Notary Public, State of Florida
My Commission No.: CC 997478
My Commission Expires: 1-23-05



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Having been named as registered agent for service of process for CISNEROS GROUP DESIGN DISTRICT LLC, a limited liability company at the place designated in this certificate, 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.

DATED this 16 day of June, 2003.



Kyle Chariff

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JUN 17 2003
CLERK OF COURT
JULIA A. HARRIS

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