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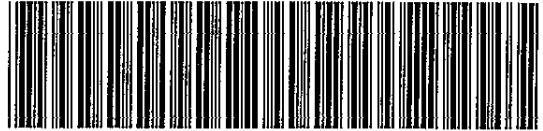
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LAW OFFICES
GELB & SPATZ

3400 SOUTHWEST, THIRD AVENUE
MIAMI, FLORIDA 33145

MONROE GELB
CARL A SPATZ

MIAMI (305) 856-0233
BROWARD 1 (888) 698-8483
FAX NO. (305) 856-9116

June 12, 2003

By Fed Ex

Secretary of State
Division of LLC's
409 East Gaines Street
Tallahassee, FL 32399

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: 6400 LLC

Dear Sir or Madam:

In reference to the captioned LLC, please find enclosed herewith the following:

Filing Fee	\$100.00
Certified copy of Articles of Organization	30.00
Registered Agent Designation	<u>25.00</u>
TOTAL	\$155.00

Very truly yours,

GELB & SPATZ

BY: Carl A. Spatz
Carl A. Spatz

CAS/bd
Encl.

ARTICLES OF ORGANIZATION
OF
6400 LLC

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The undersigned certifies that he is executing and filing these Articles for the purpose of forming a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of Limited Liability Companies for profit. He further declares that the following Articles shall serve as the Charter and authority for the conduct of the business of the Limited Liability Company.

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of the Limited Liability Company shall be 6400 LLC and its principal office shall be located at 1865 Brickell Avenue, TH-2, Miami, Florida 33129 which shall comprise its street and mailing address, but the Company shall have the power and authority to establish branch or other offices at any other place or places as the members may designate.

ARTICLE II
PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for Limited Liability Companies, the general nature of the business or businesses to be transacted, and which the Limited Liability Company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental Businesses; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

ARTICLE III
EXERCISE OF POWERS

All limited liability company powers which shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. These Articles may be amended from time to time by a unanimous vote of the members of the Limited Liability Company.

ARTICLE IV
MANAGEMENT

This Limited Liability Company shall be managed by one member whose title shall be "Managing Member". The name and address of the person who shall serve until HIS successor is elected and qualified is as follows: Richard Cava, 1865 Brickell Avenue, TH-2, Miami, Florida 33129.

ARTICLE V
MEMBERSHIP RESTRICTIONS

1. No person may be admitted as a member unless all of the members consent in writing to the admission of the additional member.
2. A member's interest in the limited liability company may not be sold or otherwise transferred except with written consent of a majority in interest of members.
3. On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminate the continued membership of a member in the Limited Liability Company, the remaining members shall have the right to continue the business upon the consent of a majority in interest of the remaining members.

ARTICLE VII
INITIAL REGISTERED AGENT

The initial registered agent shall be Richard Cava whose street address is 1865 Brickell Avenue, TH-2, Miami, Florida 33129.

The undersigned being a member of the Limited Liability Company certifies that this instrument constitutes the proposed Articles of Organization of 6400 LLC.

Executed by the undersigned at this 31ST day of May, 2003



RICHARD CAVA, Member

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MIAMI COUNTY, FLORIDA