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LIMITED LIABILITY COMPANY

ACP MASTER PAY, LLC

Certificate of Status	1
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Page Count	02
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**ARTICLES OF ORGANIZATION
OF
ACP MASTER PAY, LLC**

These Articles of Organization are made for the purpose of organizing a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

ARTICLE I - NAME

The name of the limited liability company is ACP MASTER PAY, LLC, (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 444 Brickell Avenue, Suite 900, Miami, Florida 33131.

ARTICLE III - REGISTERED AGENT NAME AND ADDRESS

The name and street address of the Company's registered agent is Stuart K. Hoffman, Esq., c/o Hunton & Williams, LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

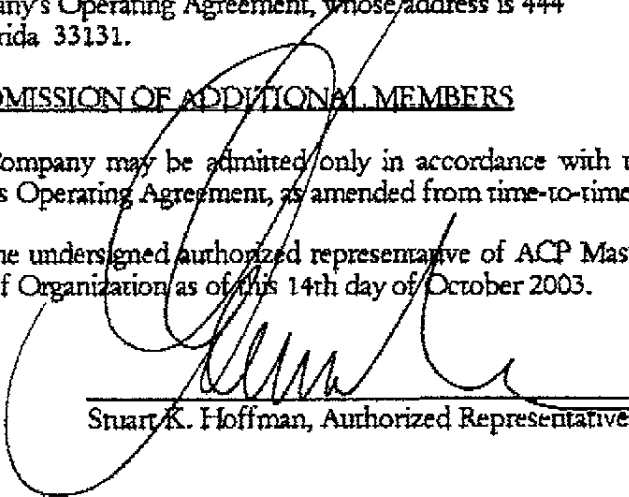
ARTICLE IV - MANAGEMENT

The Company is to be managed by Rodolfo Prio Touzet, Manager, in accordance with the terms and conditions of the Company's Operating Agreement, whose address is 444 Brickell Avenue, Suite 900, Miami, Florida 33131.

ARTICLE V - ADMISSION OF ADDITIONAL MEMBERS

Additional members to the Company may be admitted only in accordance with the terms and conditions of the Company's Operating Agreement, as amended from time-to-time.

IN WITNESS WHEREOF, the undersigned authorized representative of ACP Master Pay, LLC has executed these Articles of Organization as of this 14th day of October 2003.



Stuart K. Hoffman, Authorized Representative

HD 30002 97456 :

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

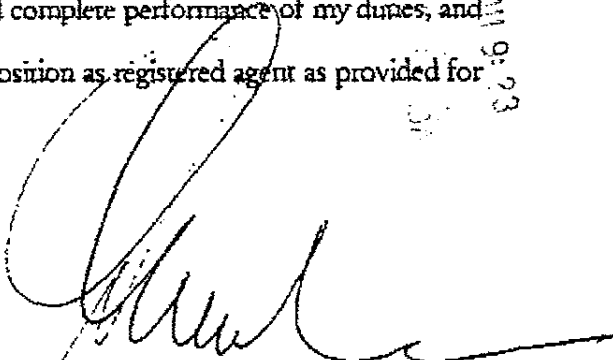
WITNESSETH

That ACP Master Pay, LLC, desiring to organize under the laws of the State of Florida, has named Stuart K. Hoffman, whose address is c/o Hunton & Williams, LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative 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, Florida Statutes.

Dated this 14th day of October 2003.


Stuart K. Hoffman, Registered Agent