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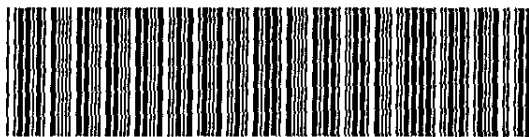
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PLEASE REPLY TO

BOCA RATON

February 23, 2004

ARTHUR W. TIFFORD, OF COUNSEL **

◊ ALSO ADMITTED IN NEW YORK, NEW JERSEY AND DISTRICT OF COLUMBIA
‡ ALSO ADMITTED IN NEW YORK AND NEW JERSEY
* ALSO ADMITTED IN NEW YORK, COLORADO, AND HAWAII
◻ ALSO ADMITTED IN MICHIGAN
** ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN COLORADO

VIA FEDERAL EXPRESS - 8434 7896 1477

Florida Department of State
Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Articles of Organization for Miami Inversiones LLC

Dear Sir/Madam:

Enclosed please find the originally executed Articles of Organization for Miami Inversiones LLC for the formation of a Limited Liability Company. Also, enclosed is our firm's check in the amount of \$155.00 for the filing fee. Upon filing of same, please return a certified copy of the Articles in the self-addressed stamped envelope provided for your convenience.

Should you need any additional information, please contact the undersigned.

Very truly yours,
LIBOW & MUSKAT LLP

Suzi Massialas
Suzi Massialas, Paralegal
to William H. Shaheen, Esq.

:sgm
Enclosures

FILED
FEB 23 2004
TALLAHASSEE, FLORIDA

STATE of FLORIDA
LIMITED LIABILITY COMPANY
ARTICLES of ORGANIZATION

First: Name.

The name of the Limited Liability Company shall be MIAMI INVERSIONES LLC.

Second: Address.

The business and mailing address of the Company's registered office in the State of Florida shall be as follows:

3351 N.W. 2nd Avenue
Boca Raton, Florida 33431

Third: Registered Agent.

The Company's initial registered agent is as follows:

William M. Shaheen, Esq.
c/o Libow & Muskat LLP
3351 N.W. 2nd Avenue
Boca Raton, Florida 33431

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OCT 14 PM 1:43
TALLAHASSEE, FLORIDA

Fourth: Manager(s) or Managing Member(s).

The Company initially shall be a manager-managed limited liability company; provided that, either through an amendment to these Articles of Organization, through its membership agreement, or through notarized resolution, the Members may elect to convert the Company to a member-managed limited liability company.

The initial manager of the Company and his title shall be as follows:

Title
MGR

Name and Address
William M. Shaheen, Esq.
Libow & Muskat LLP
3351 N.W. 2nd Avenue
Boca Raton, Florida 33431

In addition to the authority and duties provided under Florida law, the managers shall have the express authority to designate and appoint, by notarized resolution, additional officers and agents of the Company who shall have the authority to, *inter alia*, establish and maintain financial accounts at any bank or other financial institution, sign contracts and other documents on behalf of the Company, and sign checks and otherwise disburse funds on behalf of the Company, all as explicitly provided in such notarized resolution.

Fifth: Duration.

The Company is not to have a specific effective date of dissolution.

Sixth: Purpose; Other Provisions.

Mission. The primary purposes of the Company are and shall be to receive, acquire, hold, own, manage, sell, and otherwise deal in stocks, bonds, other securities, other intangible assets, real property, personal property, and/or any other assets, for business and/or investment purposes, and to take any action that is necessary, proper, advisable, or convenient to accomplish these objectives as may be permitted for a limited liability company organized under Florida law. Without limiting the generality of the foregoing, the Company shall be authorized to invest in other companies or concerns anywhere in the world.

In effectuating its objectives, the Company to the extent permissible under Florida law shall serve to facilitate or provide for, among other things, the protection of its assets against creditors of any Member of the Company, and the deterrence and expeditious resolution of any disputes or actions among Members with respect to the Company's assets. The Company's assets are vital to the success of its business and investment activity and are necessary for it to produce income and profit for the benefit of all Members.

The Company may engage in any other business or investment activity determined necessary or advisable by the Members, provided that such action is not in violation of the laws of the United States, the State of Florida, or any other State within the United States.

Regulations (By-Laws). Within a reasonable period of time, not to exceed four (4) weeks, after formation of the Company, the Company's initial Member/s shall adopt regulations (by-laws) for the concern.

Membership Vote; Amendment. Except as explicitly stated otherwise in the membership agreement of the Company, any action (including the amendment or repeal of these Articles of Organization, either in whole or in part) that requires the approval of the Members shall require an affirmative, simple majority vote in writing by a simple majority of the Members.

The term "simple majority" for purposes of these Articles of Organization shall mean membership interests representing fifty-one percent (51.00%) of all outstanding membership interests in the Company's profits, provided that the Company has only a single class of membership interests outstanding. If and when the Company has two (2) or more classes of membership interests outstanding, then the term "simple majority" for purposes of these Articles of Organization shall mean membership interests representing fifty-one percent (51.00%) of all outstanding voting membership interests.

Under penalty of perjury, I declare that I have read the foregoing Articles of Organization, know the contents thereof, and confirm the truth and correctness of the facts stated therein. In witness whereof, the undersigned has executed these Articles of Organization of MIAMI INVERSIONES LLC on this 23rd day of February, 2004.

William M. Shaheen
William M. Shaheen as Manager

02/23/04
Date

Having been named as registered agent to accept service of process for the above-stated corporation 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, Florida Statutes.

William M. Shaheen
Registered Agent

02/23/04
Date

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2004 FEB 24 PM 1:42
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TALLAHASSEE, FLORIDA