

Sent by: STEARNS WEAVER

Division of Corporations

(305) 789-3395

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Account Name : STEARNS WEAVER MILLER, ET AL.
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LIMITED LIABILITY COMPANY

M3 Holdings Alt, LLC

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ALABAMA DEPT OF REVENUE

CB 42204

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ARTICLES OF ORGANIZATION

OF

M3 HOLDINGS ALT, LLC

ARTICLE I

NAME

The name of the Limited Liability Company is M3 Holdings Alt, LLC (the "Company").

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the Company is 800 Douglas Road, Penthouse, Coral Gables, Florida 33134.

ARTICLE III

DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV

REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent of the Company in the State of Florida are:

<u>Name</u>	<u>Address</u>
Francisco J. Menendez	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

Filed by: J. Gunsterfeld, Corp. Legal Asst.
Stearns Weaver Miller Weissler, et al
150 West Flagler Street, Suite 2200
Miami, Florida 33130
T: 305-789-3545/F: 305-789-3395

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned, in its capacity as the sole member of the Company, has made and subscribed these Articles of Organization for the foregoing uses and purposes this 21st day of April, 2004.


JUAN CARLOS MAS, Sole Member

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Company is M3 Holdings Alt, LLC.
2. The name and street address of the registered agent and office are:

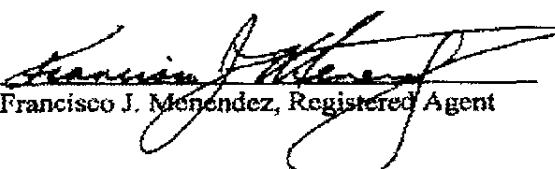
Francisco J. Menendez
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

REGISTERED AGENT'S ACCEPTANCE

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: April 21, 2004

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Francisco J. Menendez, Registered Agent

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