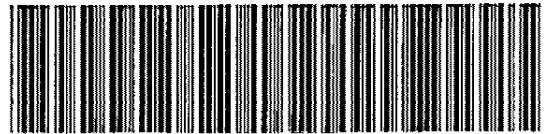


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2004 MAY 11 P 4:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



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PATTERSON & SWEENEY, LC

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44 WEST FLAGLER STREET
MIAMI, FLORIDA 33130-6818
TELEPHONE (305) 350-9000
TELECOPIER (305) 372-3940
E-MAIL: pandsllc@winstarmail.com

JOHN H. PATTERSON
JAMES H. SWEENEY, III, P.A.
JOHN H. PATTERSON, JR.

OF COUNSEL
DOUGLAS E. JONES

March 12, 2003

FILED

2004 MAY 11 P 4:08

MARIELA GONZALEZ, A.S. LEGAL ASSISTANT
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee FL 32314

Re: GIAPRI INVESTMENTS, LLC

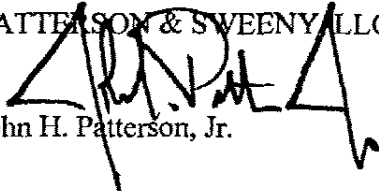
Dear Madam or Sir:

Enclosed is the *original* and a photocopy of executed Articles of Organization of GIAPRI Investments, LLC. Please file the articles of Organization at your earliest convenience.

Also enclosed is the *original* check number 1895 of even date, made payable to the Division of Corporations in the amount of \$155. With kind regards, I remain,

Very truly yours,

PATTERSON & SWEENEY, LLC


John H. Patterson, Jr.

PAT/mg
enclosures
cc: Lizbeth Monzon



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 25, 2004

PATTERSON & SWEENEY, LC
44 WEST FLAGLER STREET
COURTHOUSE TOWER, SUITE 2000
MIAMI, FL 33130-6818

SUBJECT: GIAPRI INVESTMENTS LLC
Ref. Number: W04000011864

FILED

2004 MAY 11 P

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for GIAPRI INVESTMENTS LLC and your check(s) totaling \$155.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 904A00019825

**ARTICLES OF ORGANIZATION
OF**

FILED

**GIAPRI INVESTMENTS, LLC
(a Florida Limited Liability Company)**

2004 MAY 11 P 4:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to and in compliance with the requirements of the Florida Limited Liability Company Act, section 608.401, *et seq.*, Florida Statutes (2003), the undersigned, being a natural person, does hereby act as a Manager in adopting and filing the following Articles of Organization, for the purpose of organizing a Florida limited liability company.

ARTICLE I

The name of the limited liability company is: GIAPRI Investments, LLC (hereinafter referred to as the "Company").

ARTICLE II

The existence of the Company shall begin on March 15, 2004.

ARTICLE III

The mailing address and the street address of the principal office of the Company is c/o Lizbeth Monzon, 3290 N.W. 79th Avenue, Miami, Florida, 33122.

ARTICLE IV

The name and street address of the initial registered agent for service of process upon the Company, in the State of Florida, is: John H. Patterson, Jr., Suite 2000, Courthouse Tower, 44 West Flagler Street, Miami, Florida, 33130-6818.

ARTICLE V

The Company is a limited liability company that is organized under Florida Limited Liability Company Act, section 608.401, *et seq.*, Florida Statutes (2003)(as it may be amended from time-to-time), for any lawful purpose.

IN WITNESS WHEREOF, the undersigned Manager has executed these

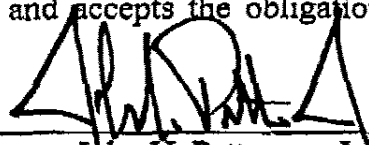
Articles of Organization this 12 day of March, 2004.

FILED /


Name: Elizabeth Monzon

SECRETARY OF STATE
ACCEPTANCE OF REGISTERED AGENT FLORIDA

Having been named to accept service of process for GIAPRI Investments, LLC, at Suite 2000, Courthouse Tower, 44 West Flagler Street, Miami, Florida, 33130-6818, the undersigned is familiar with and accepts the obligations of that position pursuant to Florida Statutes.


Name: John H. Patterson, Jr.
Date: March 12, 2004