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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

EFFECTIVE DATE

09/27/04

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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

HEMISPHERE HOLDING, LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
HEMISPHERE HOLDING, LLC

Article II. Address

The Company's street and mailing address is:
HEMISPHERE HOLDING, LLC
9155 South Dadeland Blvd.
Suite 1506
Miami FL 33156 USA

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2004 SEP 27 AM 8:53
JENNIFER L. WILKINSON
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

09/27/04

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410 UNITED STATES

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Matthew L. Jones, Esq. | FL Bar Member 909335
Jones & Adams, P.A.
9155 S. Dadeland Blvd.
Suite 1506
Miami FL 33156
305.270.8858

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

MATTHEW L. JONES
9155 South Dadeland Blvd. Suite 1506 Miami FL 33156
W. STEVEN ADAMS
9155 South Dadeland Blvd. Suite 1506 Miami FL 33156

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JONES & ADAMS CORPORATION
TALLAHASSEE, FLORIDA

Article VI. Company Existence

The Company's existence shall begin effective as of September 27, 2004.

The undersigned authorized representative of a member executed these Articles of Organization on September 27, 2004.



MATTHEW L. JONES, ESQ.
by D. Stoutt as attorney-in-fact

Matthew L. Jones, Esq. | FL Bar Member 909335
Jones & Adams, P.A.
9155 S. Dadeland Blvd.
Suite 1506
Miami FL 33156
305.270.8858

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:
HEMISPHERE HOLDING, LLC

REGISTERED AGENT/OFFICE:
Corporate Creations Network Inc.
11380 Prosperity Farms Road #221E
Palm Beach Gardens FL 33410
UNITED STATES

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JULIUS F. CORPORATION
TALLAHASSEE, FLORIDA

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



CORPORATE CREATIONS NETWORK INC.
Dawn S. Stout, Assistant Secretary

Date: September 27, 2004

Matthew L. Jones, Esq. | FL Bar Member 909335
Jones & Adams, P.A.
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Miami FL 33156
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