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LIMITED LIABILITY COMPANY

nc capital group, l.l.c.

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**ARTICLES OF ORGANIZATION OF
NC CAPITAL GROUP, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act ("the Act") of the State of Florida pursuant to Chapter 608 of the Florida Statutes hereby makes, acknowledges, and files the following Articles of Organization providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

**ARTICLE I
NAME**

The name of the limited liability company shall be NC CAPITAL GROUP, L.L.C. (the "Company").

**ARTICLE II
MEMBERS**

The Company shall have one or more members (the "Members"). The name of the initial Member is P. Nelson Rodriguez and his business address is 10000 S.W. 56 Street, Suite 32, Miami, Florida 33165.

**ARTICLE III
MAILING ADDRESS**

The mailing address for the Company shall be 10000 S.W. 56 Street, Suite 32, Miami, Florida 33165.

**ARTICLE IV
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Company is 338 Minorca Avenue, Coral Gables, Florida 33134 and the name of the company's initial Registered Agent for service of process in the State of Florida, at that address is J. Luis Quintana.

**ARTICLE V
PURPOSES AND POWERS**

The Company, to the fullest extent permitted by the Act (in effect now and as hereafter amended), may engage in any activity or business permitted under the laws of the United States, any State, or any foreign country, and shall all the powers and rights granted and conferred upon limited liability companies by the laws of the State of Florida.

**ARTICLE VI
DURATION**

The term and duration of the Company shall be perpetual, unless terminated in accordance with the Operating Agreement of the Company or otherwise terminated in accordance with law.

**ARTICLE VII
CONTINUATION AFTER INVOLUNTARY TERMINATION**

The business of the Company may be continued after the death, bankruptcy, insanity, expulsion, withdrawal or dissolution of a Member of the Company, or after the occurrence of any other event causing the involuntary

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dissolution of the Company if, within ninety (90) days after such event, the remaining or surviving Members of the Company unanimously elect to continue the business of the Company.

ARTICLE VIII STREET ADDRESS OF PRINCIPAL OFFICE

The street address of the principal office of the Company shall be located at 10000 S.W. 56 Street, Suite 32, Miami, Florida 33165, but it shall have the power and authority to establish branch offices at any other place or places as the Members may designate.

ARTICLE IX MEMBERSHIP RESTRICTIONS

Additional Members may be admitted to the Company only upon the unanimous consent of all existing Members of the Company. Contributions required of new Members shall be determined as of their time of admission to the Company. A Member's interest in the Company shall be considered personal property, notwithstanding the actual nature of the assets owned by the Company, and may not be sold or otherwise transferred except with the unanimous written consent of all Members.

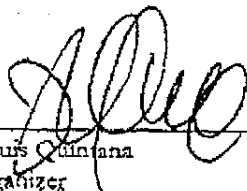
ARTICLE X MANAGEMENT

All Company powers shall be exercised by or under the authority of, and the business and affairs of this Company shall be managed by one or more Managers. Accordingly, the Company is a manager-managed limited liability company. The name of the initial Manager is P. Nelson Rodriguez and his business address is 10000 S.W. 56 Street, Suite 32, Miami, Florida 33165.

ARTICLE XI EXECUTION & ORGANIZER

The person signing these articles is J. Luis Quintana and his mailing address is 338 Minorca Avenue, Coral Gables, Florida 33134. In acting as the organizer in these Articles, J. Luis Quintana is acting at the request of and as the authorized agent of P. Nelson Rodriguez and not as a member or manager or promoter. The undersigned initial organizer hereby certifies that the foregoing constitutes the Articles of Organization of NC CAPITAL GROUP, LLC.

Dated this 1 day of February, 2005

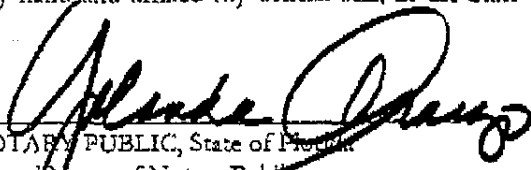


J. Luis Quintana
Organizer

STATE OF FLORIDA)
COUNTY OF DADE) ss.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared J. Luis Quintana, known to me and known by me to be the person, who, as organizer, acknowledged before me that he executed the foregoing Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 1 day of February, 2005.


NOTARY PUBLIC, State of Florida
Printed Name of Notary Public
My Commission Expires:



Yolanda Ayala
MY COMMISSION # DD107509 EXPIRES
July 7, 2006
BONDED BY THE FARM INSURANCE CO.

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TALLAHASSEE, FLORIDA

Page 4 of Articles of Organization of
NC CAPITAL GROUP LLC

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REGISTERED AGENT STATEMENT OF ACCEPTANCE

Having been named as Registered Agent to accept service of process in the State of Florida for NC CAPITAL GROUP, L.L.C., (the "Company") at the address designated on the Articles of Organization of the Company, pursuant to the requirements of Section 608.415, Florida Statutes, the undersigned Registered Agent hereby accepts the appointment as Registered Agent of the Company and agrees to act in that capacity. The undersigned Registered Agent further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the duties of a registered agent, and is familiar with and accepts the obligations of the said position.

Dated this 1 day of February, 2005

REGISTERED AGENT
QUINTANA & ASSOCIATES, P.A.

J. Luis Quintana
338 Minorca Avenue
Coral Gables, Florida 33134

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SWORN TO AND SUBSCRIBED before me this February 1, 2005.

NOTARY PUBLIC, State of Florida
Printed Name of Notary Public
My Commission Expires:



Yolanda Aravjo
MY COMMISSION # DD107507 EXPIRES
July 7, 2006
BONDED BY TROY FAIR INSURANCE INC

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