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

From:

Account Name : STEVEN H. HAGEN, ESQ.
 Account Number : I20040000107
 Phone : (786) 924-5283
 Fax Number : (305) 577-9921

LIMITED LIABILITY COMPANY

LAW CENTER OF THE AMERICAS HOLDINGS, LLC

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Corporate Filing

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TRANSACTION REPORT

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**ARTICLES OF ORGANIZATION
OF
LAW CENTER OF THE AMERICAS HOLDINGS, LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, do hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is LAW CENTER OF THE AMERICAS HOLDINGS, LLC (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

701 Brickell Avenue
Suite 1400
Miami, Florida 33131

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 1400, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Law Center of the Americas, LLC as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

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ARTICLE V**MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified. All Managers, other than the initial Managers, shall be appointed or elected solely as provided in the Operating Agreement.

ARTICLE VI**MANAGERS**

The names and addresses of the initial Managers of the Company are:

Steven H. Hagen
c/o 701 Brickell Avenue
Suite 1400
Miami, Florida 33131

James M. Meyer
c/o 701 Brickell Avenue
Suite 1400
Miami, Florida 33131

George R. Harper
c/o 701 Brickell Avenue
Suite 1400
Miami, Florida 33131

Manuel A. Perez
c/o 701 Brickell Avenue
Suite 1400
Miami, Florida 33131

Juan Carlos Ferrer
c/o 701 Brickell Avenue
Suite 1400
Miami, Florida 33131

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ARTICLE VII**PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VIII**ADDITIONAL MEMBERS**

Additional Members may be admitted upon the unanimous written consent of the then existing Members and Manager(s), upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.

ARTICLE IX**OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members and Manager of the Company in the manner set forth in the Operating Agreement of the Company.

ARTICLE IX**AMENDMENT**

The power to adopt, alter, amend, or repeal the Articles of Organization of the Company shall be only upon the unanimous written consent of all the existing Members and Manager(s) of the Company and in accordance with the procedures set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seal one this 7th day of February, 2005.



Name: Steven H. Hagen

Title: Authorized Representative

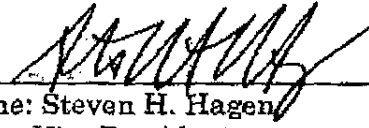
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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for LAW CENTER OF THE AMERICAS HOLDINGS, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 7th day of February, 2005.

LAW CENTER OF THE AMERICAS, LLC

By: 
Name: Steven H. Hagen
Title: Vice President

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