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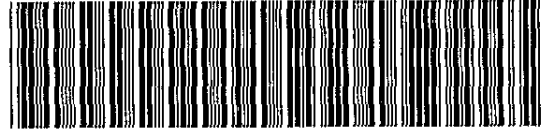
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J BRYAN FEB 25 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 222995 4300A

AUTHORIZATION :

Patricia Pizot

COST LIMIT : \$ 160.00

ORDER DATE : February 24, 2005

ORDER TIME : 1:29 PM

ORDER NO. : 222995-005

CUSTOMER NO: 4300A

CUSTOMER: Mr. Blas I. Cueto
Weiner Cummings & Vittoria

4th Floor
1428 Brickell Avenue
Miami, FL 33131

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DOMESTIC FILING

NAME: LMH CAPITAL HOLDINGS, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
FOR
LMH CAPITAL HOLDINGS, L.L.C.**

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TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Limited Liability Company is: **LMH CAPITAL HOLDINGS, L.L.C.**

ARTICLE II - DURATION

The limited liability company shall have perpetual existence.

ARTICLE III - PURPOSE AND POWERS

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

ARTICLE IV - PRINCIPAL OFFICE

The mailing address and the street address of this limited liability company shall be 19495 Biscayne Boulevard, Suite 204, Aventura, FL 33180.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent for this limited liability company and the street address of the initial registered agent is:

**LEONARD M. HOCHSTEIN
19495 Biscayne Boulevard, Suite 204
Aventura, FL 33180**

ARTICLE VI - ADDITIONAL MEMBERS

This limited liability company may admit additional members subject to approval by unanimous vote of the existing member.

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ARTICLE VII - INITIAL MANAGER

This limited liability company shall be managed by one or more managers. This limited liability company shall initially have one manager. The number of managers of this company may be changed in accordance with the regulations of the company. The name and address of the initial manager is as follows:

LEONARD M. HOCHSTEIN
19495 Biscayne Boulevard, Suite 204
Aventura, FL 33180

The initial manager shall serve until the first annual meeting of members or until his successor is elected and qualified or until his death or registration.

ARTICLE VIII - REGULATIONS

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.

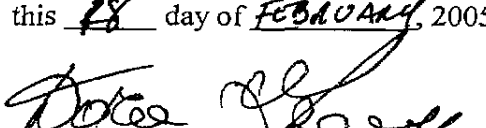
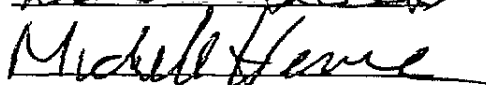
ARTICLE IX - MEMBERS' RIGHT TO CONTINUE BUSINESS


The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least two members remain.

ARTICLE X - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provisions contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 18 day of FEBRUARY, 2005.


LEONARD M. HOCHSTEIN
Authorized Representative of the Members

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

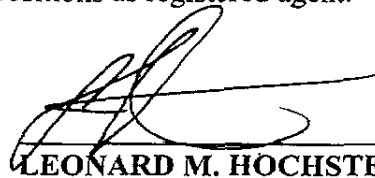
The name of the limited liability company is **LMH CAPITAL HOLDINGS, L.L.C.**

The name and address of the registered agent and office is:

**LEONARD M. HOCHSTEIN
19495 Biscayne Boulevard, Suite 204
Aventura, FL 33180**

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my positions as registered agent.

Date: 2/18, 2005


LEONARD M. HOCHSTEIN

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