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LIMITED LIABILITY COMPANY

CARMEL ACQUISITION, LLC

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Fax Audit Number: H05000054143 3**ARTICLES OF ORGANIZATION****OF****CARMEL ACQUISITION, LLC**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

**ARTICLE I**

The name of this limited liability company shall be: Carmel Acquisition, LLC.

**ARTICLE II**

The mailing address and street address of the principal office of the limited liability company shall be 3250 Mary Street, Suite 500, Coconut Grove, Florida 33133, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

**ARTICLE III**

The initial registered office of this limited liability company is 3250 Mary Street, Suite 500, Coconut Grove, Florida 33133. The initial registered agent at that address is Carmel Investment Group, LLC.

**ARTICLE IV**

This limited liability company will be a manager-managed company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 3rd day of March, 2005.

Carmel Investment Group, LLC, a Florida  
limited liability company, Manager

By: Name: John B. YenTitle: President

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Fax Audit Number: H05000054143 3**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

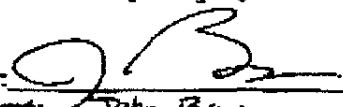
FIRST - The name of the limited liability company is Carmel Acquisition, LLC.  
SECOND - The name and address of the registered agent and office is:

Carmel Investment Group, LLC  
3250 Mary Street, Suite 500  
Coconut Grove, Florida 33133

Having been named as registered agent and to accept service of process for the above stated 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 position as registered agent.

Dated this 03 day of March, 2005.

Carmel Investment Group, LLC, a Florida  
limited liability company

By:   
Name: John Brien  
Title: President

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