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LIMITED LIABILITY COMPANY

19765 Holdings, L.L.C.

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N. Culligan JUN 17 2005

**ARTICLES OF ORGANIZATION
FOR
19765 HOLDINGS, L.L.C.**

A LIMITED LIABILITY COMPANY

KNOW ALL MEN BY THESE PRESENTS: That the undersigned, desiring to form a limited liability company under the laws of the State of Florida, do hereby sign, verify and deliver to the Secretary of State of the State of Florida these Articles of Organization.

ARTICLE I – Name

The name of the Limited Liability Company is: 19765 HOLDINGS, L.L.C., a limited liability company (the “Company”).

ARTICLE II – Address

The mailing address and street address of the principal office of the Limited Liability Company is:

153 SW 34 Street
Miami, Florida 33185-4725

Article III – Duration

The company shall exist for a period of thirty (30) years from and after the date the Florida Secretary of State issues a Certificate of Formation, unless dissolved according to law.

Article IV – Management

The Limited Liability Company is to be managed by one manager or more than one manager and is therefore a manager-managed Limited Liability Company.

The name and address of each Manager or Managing member.

Martha S. Kapetinich
15388 SW 34 Street
Miami, Florida 33185

MGRM

Eduardo Cantera
2916 Ponce De Leon, Suite B
Coral Gables, Florida

MGR

Yamila E. Castellon
19637 SW 123 Court
Miami, Florida 33177

MGR

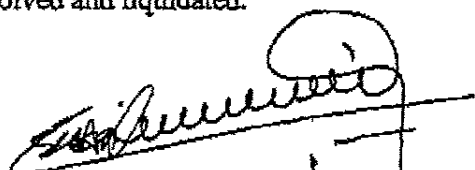
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Article V – Admission of Additional Members

The existing members shall have the right to admit additional members to the Company upon such terms and conditions as the existing and additional members shall agree at their sole discretion. Any member who is subsequently admitted as a member of the Company shall have all the rights and obligations of a member under the "Limited Liability Company Agreement."

Article VI – Members right to Continue Business

In the event of death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members of the Company shall have membership based on their relative contributions as set forth in the "Limited Liability Company Agreement" and agree to continue the business of the Company. The remaining members must agree within ninety (90) days from the date of such event whether to continue the business of the Company. In the event the remaining members fail to continue the business of the Company within such ninety (90) day period, the Company shall be dissolved and liquidated.



Marina S. Krapetintch, MGRM

Eduardo Cantora, MGR

Yamila E. Castellon, MGR

(In accordance with Section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1.) The name of the limited liability company is: 19765 HOLDINGS, L.L.C.

2.) The name and the Florida street address of the registered agent are:

Manuel E. Iglesias

Name

121 Alhambra Plaza, 10th Floor

Florida Street address (P.O. Box NOT acceptable)

Coral Gables, Florida 33134

City, State, and Zip Code

Having been named as a 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.


Signature

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