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March 14, 1995

BY FEDERAL EXPRESS

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32399

Attention: Corporate Records

RE: 345 Collins Co., L.C.

Dear Sir/Madam:

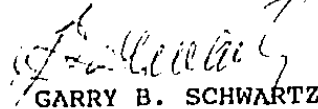
Enclosed for filing are the Articles of Organization, the Certificate of Registered Agent and the Affidavit of Capital Contributions for the above captioned Florida limited liability company. Also enclosed is a check in the amount of \$337.50 to cover the filing fees and one certified copy.

An extra set of the documents is provided herewith for certification.

All correspondence concerning this matter should be directed to the undersigned. Should you have any questions, please call me.

Thank you for your cooperation and assistance.

Very truly yours,


GARRY B. SCHWARTZ

GBS/kh
Enclosures

NANCY HENDRICKS MAR 17 1995

*For Garry:
MGR's address
is same as
Principal address.*

**ARTICLES OF ORGANIZATION of
345 COLLINS CO., L.C.**

FILED
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The undersigned initial Member, does hereby execute these Articles of Organization of 345 Collins Co., L.C., for the purpose of forming a Limited Liability Company, under and pursuant to the provisions of the Florida Limited Liability Company Act, as contained in Chapter 608 of the Florida Statutes, (the "Act").

ARTICLE I - NAME

The name of this limited liability company (the "Company") is: **345 Collins Co., L.C.**

ARTICLE II - DURATION

The Company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, and shall continue for a maximum period of thirty (30) years therefrom, unless otherwise terminated prior thereto by with law or in accordance with these Articles.

ARTICLE III - PURPOSE OF ORGANIZATION

The Company is organized for the purposes of receiving, buying, acquiring, owning, developing, improving, renting, selling, leasing and/or in any other manner dealing with real and personal property located within the State of Florida, and for engaging in any and all other lawful activities and businesses limited liability companies are permitted to engage in under the laws of the United States and of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized under and existing by virtue of the laws of the State of Florida.

ARTICLE IV - PRINCIPAL OFFICE

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

10556 N.W. 26th Street - Unit D 102
Miami, Florida 33172

ARTICLE V - INITIAL REGISTERED AGENT

The name and address of the initial Registered Agent of the Company is:

Al Valencia
10556 N.W. 26th Street - Unit D 102
Miami, Florida 33172

ARTICLE VI - ADMISSION OF NEW MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of or by the written consent of a majority of the existing Members of the Company. Any person admitted to membership of the Company as provided in this Article shall become a member upon payment of the capital contribution as established by the Members, and upon such person's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations and guidelines as the existing Members may have from time to time determined.

ARTICLE VII - INTERESTS OF MEMBERS

An assignee of a Member's interest in the Company shall become a Member of the Company upon the affirmative vote of, or the written consent of, a majority of all of the Members (excluding the Member seeking to transfer his interest in the Company), provided the assignee otherwise complies with the Regulations of the Company and agrees to abide by the Articles of Organization, the

Regulations and such other documents, statutes, rules, regulations and guidelines as the existing Members may have from time to time determined.

ARTICLE VIII

CONTINUATION OF BUSINESS UPON TERMINATION OF MEMBERSHIP

In the event of the 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 shall be entitled to continue the business of the Company provided that not less than a majority in number and capital interests then remaining shall have agreed to do so in writing or by a meeting of Members duly called for such purpose.

ARTICLE IX - MANAGEMENT OF THE COMPANY

A. Management - Management of the Company shall be by a Manager who shall be elected annually by the Members of the Company in the manner set forth in the Company's Regulations and who shall have the duties and authority accorded the Manager in the Company's Regulations. The number of Managers may from time to time be increased or decreased, or the management of the Company may be entirely vested in the Members in proportion to their capital interests if done pursuant to the procedure stated in the Regulations of the Company.

B. Initial Manager - In order to facilitate the operation of the Company, the following named person is designated as the Manager of the Company until the first annual meeting of Members or until his successor is elected and qualified:

Jim Perez
10556 N.W. 26TH ST., #D-102
MIAMI, FL 33172
-3-

ARTICLE X - RETURN OF CAPITAL

No Member shall have the right to demand the return of his or its contribution to capital except as provided in the Regulations.

ARTICLE XI - AMENDMENT TO THE ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization by the affirmative vote of a majority of all the Members of the Company at a duly called meeting of the Members or by the written consent of a majority of the Members.

ARTICLE XII - AMENDMENT OF REGULATIONS

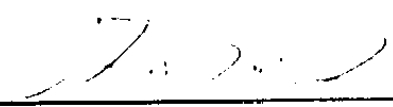
The Members of the Company may adopt, alter, amend or repeal any provision of the Regulations of the Company by the affirmative vote of a majority of all the Members at a duly called meeting of the Members or by the written consent of a majority of the Members.

IN WITNESS WHEREOF, I have executed these Articles of Organization as an initial member of this limited liability company this 1st day of March, 1995.

Jim Perez
Jim Perez, Initial Member

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as Registered Agent to accept service of process for 345 Collins Co., L.C., a Florida limited liability company, at the place set forth in the Articles of Organization, I hereby agree to act in that capacity, and I further state that I am familiar with and accept the obligations imposed upon me as such Registered Agent.



Al Valencia, Registered Agent

Date: 3-1, 1995

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned initial member of 345 Collins Co., L.C., a Florida limited liability company (the "Company"), who, be first duly sworn according to law, heroby certifies and declares that:

1. The Company has at least two (2) members.
2. As of the Date hereof, the amount of capital contributions to the Company made by the members is one hundred dollars (\$100.00). The members have made no contributions to the capital of the Company other than cash.
3. The anticipated amount of additional capital anticipated to be contributed by the members will be one hundred seventy five thousand dollars (\$175,000.00).

Further Affiant sayeth naught.

Under penalties of perjury, the undersigned affiant/initial member of the Company declares that the foregoing facts are true to the best of his knowledge and belief.

Jim Perez
Jim Perez, Initial Member

STATE OF FLORIDA :
COUNTY OF DADE : SS.

The foregoing instrument was acknowledged before me this 1st, day of April, 1995, by Jim Perez as an initial member of 345 Collins Co., L.C., a Florida limited liability company in formation. He/she is personally known to me or has produced _____ as identification and did take an oath.

Seal



NOTARY PUBLIC, STATE OF FLORIDA
ALVERO VALENCIA
COMMISSION NO. CC199175
MY COMMISSION EXPIRES
12-31-1999

Notary Public

Alvero Valencia
(print or type name)