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1201 HAYS STREET

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TAL HAY

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95 SEP -1 11:30  
DIVISION

ACCOUNT NO. : 072100000032

REFERENCE : 673290 1217D

AUTHORIZATION :

*Patricia Pizot*

COST LIMIT : \$ 285.00

000001575740

ORDER DATE : September 1, 1995

ORDER TIME : 9:38 AM

ORDER NO. : 673290

CUSTOMER NO: 1217D

CUSTOMER: Mario Romine, Legal Assistant  
BUCHANAN INGERSOLL, P.C.

1 Turnberry Place, Suite 606  
19495 Biscayne Boulevard  
N. Miami Beach, FL 33180

DOMESTIC FILING

NAME: HARDIE HOLDINGS, L.C.

XXX        ARTICLES OF ORGANIZATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XXX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozer

EXAMINER'S INITIALS:

FILED  
95 SEP -1 PM 1:43  
FBI - MIAMI

*SAB*  
*9/1/95*

ARTICLES OF ORGANIZATION

FOR

HARDIE HOLDINGS, L.C.

FILED

05 SEP -1 PM 1:43

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

I.

NAME

The name of the limited liability company (the  
"Company") is

HARDY HOLDINGS, L.C.

II.

DURATION

The period of duration of the Company is perpetual  
unless terminated pursuant to its Regulations.

III.

BUSINESS ADDRESS

The address of the place of business of the Company in  
the State of Florida is 19501 East Country Club Drive, Suite 307,  
Aventura, Florida 33180.

IV.

REGISTERED AGENT

The name and address of the initial registered agent of  
the Company in the State of Florida is Mario A. Romine, 19495  
Biscayne Boulevard, Suite 606, Aventura, Florida 33180.

V.

ADDITIONAL MEMBERS

The right, if given, of the Members to admit additional Members and the terms and conditions of the admissions shall be as set forth in the Regulations of the Company.

VI.

CONTINUITY OF BUSINESS

The right, if given, of the remaining Members of the Company to continue the business on 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 shall be as set forth in the Regulations of the Company.

VII.

MANAGEMENT

Subject to the right of the Members to elect a Manager or Managers, as set forth in the Regulations of the Company, the day-to-day management of the Company is reserved to the Member, whose name and address is:

Mario Krasnopol

19501 East Country Club Drive  
Suite 307  
Aventura, Florida 33180

VIII.

SUBSCRIBERS

The name and address of the person executing these Articles of Organization as Member and Manager are Mario Krasnopol and Claudia Solari, 19501 East Country Club Drive, Suite 307, Aventura, Florida 33180.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 28 day of August, 1995.

  
\_\_\_\_\_  
MARIO KRASNOPOL

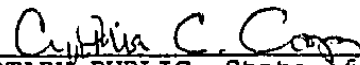
  
\_\_\_\_\_  
CLAUDIA SOLARI

STATE OF FLORIDA       )  
                              :SS  
COUNTY OF DADE       )

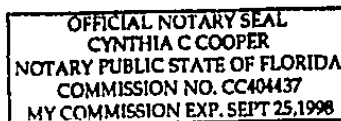
BEFORE ME, a Notary Public authorized in the County and State set forth above, personally appeared MARIO KRASNOPOL and CLAUDIA SOLARI, personally known to me, or who have produced Drivers License - Argentina 38 3424 as identification, to be the persons who, as Members and Managers, executed the foregoing Articles of Organization of HARDIE HOLDINGS, L.C., and they acknowledged before me that they executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, this 25<sup>th</sup> day of August, 1995.

\* Republic Argentina  
Policia Federal G. 334.901

  
\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My Commission Expires:



AFFIDAVIT OF LIMITED LIABILITY COMPANY


The undersigned, on behalf of all the Members of Hardie Holdings, L.C., a Florida limited liability company (the "Company"), certifies as follows:

1. The Company has at least two Members.
2. The amount of cash contributed by the Members is:  
\$5,000.00
3. There is no property other than cash contributed by the Members.
4. The total amount anticipated to be contributed by the Members is as set forth above.

This 28<sup>th</sup> day of August, 1995.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

By:   
Mario Krasnopol, Manager

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY, AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF ORGANIZATION, THE UNDERSIGNED HEREBY ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND ACCEPTS, THE OBLIGATIONS OF THAT POSITION, AND FURTHER AGREES TO ACT IN THIS CAPACITY, AND TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 31st DAY OF AUGUST, 1995.

Mario A. Romine  
MARIO A. ROMINE

FILED  
95 SEP - 1 PM 1:43  
FEDERAL BUREAU OF INVESTIGATION  
U.S. DEPARTMENT OF JUSTICE