

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
904-222-0393 FAX

800-342-8086



L95000000950

ACCOUNT NO. : 072100000032

REFERENCE : 759331 4868A

000001658360
-12/11/95--01017--001
****675.00 ****337.50

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : December 8, 1995

ORDER TIME : 10:24 AM

ORDER NO. : 759331

CUSTOMER NO: 4868A

CUSTOMER: Mr. Todd Bancroft
THOMSON MURARO RAZOOK & HART,
P.A.
1700 Sunbank Center
One Southeast Third Avenue
Miami, FL 331312363

FILED
95 DEC -8 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: FALCON MANAGEMENT SERVICES,
L.C.

285.00 F.F.
52.50 C.C.
337.50

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS: _____

R95-4874

DMC 12-8-95

ARTICLES OF ORGANIZATION
OF
FALCON MANAGEMENT SERVICES, L.C.

FILED
95 DEC -6 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be FALCON MANAGEMENT SERVICES, L.C. ("Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company in Florida shall be 330 Biscayne Boulevard, Suite 817, Miami, Florida 33132.

ARTICLE III - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than December 31, 2050, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - PURPOSES AND POWERS

The general purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE V - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Nasim A. Rahman, 330 Biscayne Boulevard, Suite 817, Miami, Florida 33132.

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member

proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

The Company shall be dissolved 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, unless all of the remaining members consent to continue the business of the Company, provided there are at least two remaining members.

ARTICLE VIII - MANAGEMENT

The Company shall be managed by the members in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and address of the members of the Company are:

NAME	ADDRESS
Hassan Dahlawi, individually	330 Biscayne Boulevard Suite 817 Miami, Florida 33132
Abdullah Dahlawi	330 Biscayne Boulevard Suite 817 Miami, Florida 33132
Ghassan Dahlawi	330 Biscayne Boulevard Suite 817 Miami, Florida 33132
Hassan Dahlawi, as Trustee	330 Biscayne Boulevard Suite 817 Miami, Florida 33132

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Dade County, Florida, for the foregoing uses and purposes this 16th day of November, 1995.



HASSAN DAHLAWI

FILED
95 DEC -8 PM 1:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

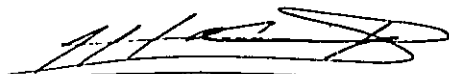
BEFORE ME, the undersigned authority, personally appeared Hassan Dahlawi, a member of Falcon Management Services, L.C., a Florida limited liability company (the "Company"), who, upon being duly sworn, deposes and says:

- 1. The Company has more than two members.
- 2. The amount of contributions to the Company made and anticipated to be made by the members is, in the aggregate, \$1,000.00

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.

Date: November 16, 1995

Falcon Management Services, L.C.

By: 
Hassan Dahlawi, Member

SWORN TO AND SUBSCRIBED before me this 16th day of November, 1995 by Hassan Dahlawi, a Member of Falcon Management Services, L.C., a Florida limited liability company. He is personally known to me.

My commission expires:


Notary Public State of Florida

OFFICIAL NOTARY SEAL
TODD HANCOCK
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. C037613
MY COMMISSION EXP. AUG. 3, 1998

FILED

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

95 DEC -8 PM 1:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415, STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:
FALCON MANAGEMENT SERVICES, L.C.
2. The name and address of the registered agent and office is:

Nasim A. Rahman
330 Biscayne Boulevard, Suite 817
Miami, Florida 33132

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.


Nasim A. Rahman

FMARTORG.N13


FILE NOW: Fee after May 1, will be \$263.75

APPROVED

96 APR 29 PM 12:17

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY
ANNUAL REPORT
1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILING FEE
\$ 238.75 Annual Report \$100.00 + \$138.75 Corporation Supplemental Fee
Make Check Payable To: FLORIDA DEPARTMENT OF STATE

1. Name and Mailing Address of Limited Liability Company
DOCUMENT # L95000000950

FALCON MANAGEMENT SERVICES, L.C.
330 BISCAYNE BLVD
SUITE 817
MIAMI FL 33132

1a. Principal Place of Business Address
330 BISCAYNE BLVD
SUITE 817
MIAMI FL 33132

If above mailing address is incorrect in any way, line through incorrect information and enter correction in Block 2a

2. Principal Place of Business
Same As Above
Suite, Apt. #, etc.
City & State
Zip Country

2a. Mailing Address
Suite, Apt. #, etc.
City & State
Zip Country

3. Date Organized or Qualified
12/08/1995

3a. State of Formation
FL

4. FEI Number
65-0630330
 Applied For
 Not Applicable

5. Date of Last Report

6. Certificate of Status Desired
 Additional Fee Required

7. Name and Address of Current Registered Agent
RAHMAN, NASIM A
330 BISCAYNE BLVD
SUITE 817
MIAMI FL 33132

8. Name and Address of New Registered Agent
Name
Street Address (P.O. Box Number is Not Acceptable)
Suite, Apt. #, etc.
City
Zip Code
FL

9. Pursuant to the provisions of Sections 608.416 and 608.508, Florida Statutes, the above-named limited liability company submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by affirmative vote of a majority of the members. I hereby accept the appointment as registered agent, and accept the obligations.

SIGNATURE _____ DATE _____
(Registered Agent Accepting Appointment) (NOTE: Registered Agent signature required when reinstating)

10. Title	Managing Members/Managers	Business Street Address	City, State and Zip Code
MEM	DAHLAWI, HASSAN	330 BISCAYNE BLVD STE 817	MIAMI FL 33132
MEM	DAHLAWI, ABDULLAH	330 BISCAYNE BLVD STE 817	MIAMI FL 33132
MEM	DAHLAWI, GHASSAN	330 BISCAYNE BLVD STE 817	MIAMI FL 33132
MEM	DAHLAWI, HASSAN, As Trustee	330 BISCAYNE BLVD STE 817	MIAMI FL 33132

11. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 608, Florida Statutes; and that my name appears in Block 10, or on an attachment with an address.

SIGNATURE: _____ *Handwritten Signature* _____
Date: 4-25-96 Daytime Phone #: (305) 374-1060

L95000000950

THOMPSON MURARO RAZOOK & HART, P.A.

ATTORNEYS AT LAW
ONE SOUTHEAST THIRD AVENUE
17TH FLOOR
MIAMI, FLORIDA 33131

TELEPHONE
(305) 350-7200
TELECOPIER
(305) 374-1005

STEVEN W. DAVIS

February 13, 1997

Ms. Doris McDuffie
Corporate Specialist Supervisor
Division of Corporations
CSC Networks
1201 Hays Street
Tallahassee, Florida 32301

Re: Falcon Management Services, L.C.
Document No. L9500000950

Falcon Administration and Finance Services, L.C.
Document No. L9500000949

Dear Ms. McDuffie:

Please be advised that the above limited companies have changed their address from:

Suite 817
330 Biscayne Boulevard
Miami, Florida 33132

to:

1440 SunTrust International Center
One Southeast Third Avenue
Miami, Florida 33131

Please change your records accordingly. Thank you for your assistance in this matter.

Sincerely,



SWD/gw

cc: Nasim Rahman

Dmc
2-19-97