

1201 HAYS STREET
TALLAHASSEE, FL 32301
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1960000287

ACCOUNT NO. 0721600000332

REFERENCE # 072090 4330594

AUTHORIZATION #

COST LIMIT # 9.000

ORDER DATE : March 7, 1996

ORDER TIME : 9:21 AM

ORDER NO. : 072090

CUSTOMER NO: 4330594

CUSTOMER: Justin Wilson, Local Assistant
ADORNIS & ZEDER, P.A.

Suite 1600
2601 South Bayshore Drive
Miami, FL 33133

000001746980
-03/18/96--01056--002
****337.50 ****337.50

DOMESTIC FILING

NAME: CENTRAL BAHIA HONDA, L.L.C.

EFFECTIVE DATE:

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: GUY B. BROWN

~~96-5160~~

CONTACT PERSON: GUY B. BROWN

T. BROWN MAR 13 1996

FILED
96 MAR -7 PM 12:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 8, 1996

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: CENTRAL BAHIA HONDA, L.C.
Ref. Number: W9600005160

*This was submitted
on the 7th
needs the 7th's
file date*

We have received your document for CENTRAL BAHIA HONDA, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The signature on the Affidavit must be notarized.

Please return the enclosed check for \$337.50 or a newly issued check with your corrected document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown
Corporate Specialist

Letter Number: 996A00010424

RECEIVED
96 MAR 12 PM 3:18
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION
OF
CENTRAL BAHIA HONDA, L.C.

96 NMR -7 PM 12:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

ARTICLE I. NAME

The name of the limited liability company shall be Central Bahia Honda, L.C. (the "Company").

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Company shall be c/o Nicolás J. Gutiérrez, Jr., Esq., 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

ARTICLE III. PURPOSES AND POWERS

The Company is authorized to transact any business permitted by the laws of the State of Florida for a limited liability company.

ARTICLE IV. DURATION

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Articles.

ARTICLE V. REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is Nicolás J. Gutiérrez, Jr., Esq., 2601 South Bayshore Drive, Suite 1600, Miami, Florida 33133.

ARTICLE VI. ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company, only upon the unanimous consent of all of the members.

ARTICLE VII. PROFITS AND LOSSES

Profits and losses shall be allocated to the members, as provided in the Regulations, duly adopted and as amended from time to time by the members.

ARTICLE VIII. RESTRICTIONS ON MEMBERSHIP

No additional members shall be admitted to the Company, except with the unanimous written consent of all of the members of the Company and upon such terms and conditions as shall be determined by all of the members. Contributions required of new members shall be determined as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, as set forth in the Regulations, 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 of the other members of the Company (except for the member proposing to dispose of his, her or its interest) approve of the proposed transfer by unanimous written consent.

ARTICLE IX. TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all of the remaining members, provided that there are at least two (2) remaining members.

ARTICLE X. MANAGEMENT


The Company shall be managed by five (5) managers, in accordance with the Regulations. The Regulations may contain any provisions for the regulation and management of the business and affairs of the Company, not inconsistent with Florida law or the Articles. The names and addresses of the managers of the Company, who shall serve until the first annual meeting of the members or until their successors are duly qualified and elected, are:

<u>NAME</u>	<u>ADDRESS</u>
Victor M. Pedroso	1324 Sopera Avenue Coral Gables, Florida 33134
Fernando J. Argüelles	1002 Alfonso Avenue Coral Gables, Florida 33146
Alfredo J. Sánchez	112 Bloomfield West Palm Beach, FL 33405
Gustavo de los Reyes	3608 Southwest 57th Avenue Miami, Florida 33155
Antonio Falcón	621 San Antonio Avenue Coral Gables, Florida 33134

ARTICLE XI. AMENDMENT

The Articles may be amended only by the unanimous consent of all of the members.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Miami, Florida, on this 26th day of February, 1996.


Nicolás J. Gutiérrez, Jr. Esq.
Authorized Representative

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned authorized representative of a member of Central Bahía Honda, L.C., deposes and says:

1. The above-named limited liability company has at least two (2) members.
2. No cash is being contributed by the members at this time.
3. The agreed nominal value of contributions, other than cash contributed by members, is \$100,000.00. These contributions include, but are not limited to, services rendered and all rights, claims and interests in the income produced by the properties in Cuba belonging to the Central Bahía Honda, S.A., as well as any damages against persons illegally trafficking in such properties.
4. The total amount of contributions anticipated to be contributed by members is \$100,000.00. This total includes the amounts from items 2 and 3 above.

THE AFFIANT SAYS NOTHING FURTHER

Dated: February 26, 1996


Nicolás J. Gutiérrez, Jr., Esq.
Authorized Representative

(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.)

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of Central Bahía Honda, L.C. as the registered agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization and accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties and is familiar with and accepts the obligations of the position as registered agent.

Dated: February 26, 1996


Nicolás J. Gutiérrez, Jr., Esq.
Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA