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PRESTIGE
FINANCIAL SERVICES ACCOUNT NO. : 072100000032 DIVISION OF CORPORATION

REFERENCE : 011781 4357795

AUTHORIZATION :

COST LIMIT : \$ 293.75

ORDER DATE : July 8, 1996

ORDER TIME : 11:29 AM

ORDER NO. : 011781

CUSTOMER NO: 4357795

CUSTOMER: Mr. Bert Irigoyen
BERT ALEXANDER & ASSOCIATES

600001886216

2121 S.W. 3rd Avenue
Suite 608
Miami, FL 33129

DOMESTIC FILING

NAME: REGENT ATLANTIC HOLDING L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 JUL -8 PM 1:20

DN
7/8/96

**ARTICLES OF ORGANIZATION OF
REGENT ATLANTIC HOLDING L.C.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

ARTICLE I

NAME

The name of the limited liability company shall be **REGENT ATLANTIC HOLDING L.C.**, and its principal place of business shall be in the City of Miami, County of Dade, State of Florida, but it shall have the power and authority to establish branch offices at such places as may be designated by the members.

ARTICLE II

PURPOSES AND POWERS

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.

2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.

3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated herein otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise, or do.

ARTICLE III

CAPITAL CONTRIBUTIONS

Capital contributions in the amount of Twenty Five Thousand Dollars and 00/100 Cents (\$25,000.00) cash shall be paid to the limited liability company by the four (4) members in proportionate shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in their proportionate shares.

ARTICLE IV

LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE V

DURATION

This limited liability company shall exist until December 31, 2010, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VI

PRINCIPAL PLACE OF BUSINESS

The principal office of this limited liability company shall be located at 3400 Collins Avenue, in the City of Miami Beach, County of Dade , State of Florida.

ARTICLE VII

MANAGEMENT

This, limited liability company shall be managed by one manager. The name and address of the person who shall serve as such until the first annual meeting of members or until a successor is elected and qualify is as follows:

Bruno Serventi
3400 Collins Avenue
Miami Beach, FL 33140

ARTICLE VIII

**INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**

The address of the initial registered office of the limited liability company is 3400 Collins Avenue, City of Miami Beach, County of Dade , State of Florida, and the name of its initial registered agent at such address is Bruno Serventi.

ARTICLE IX

RESTRICTIONS ON MEMBERSHIP

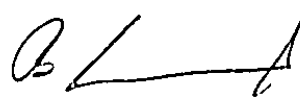
Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of a majority members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being one of the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of Regent Atlantic Holding L.C.

Executed by the undersigned at Miami, Florida on 26th day of June, 1996.



Bruno Servanti
Member

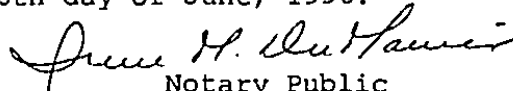
ACKNOWLEDGMENT

State of Florida)
) SS
County of Dade)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Bruno Servanti, known to me and known by me to be an authorized officer of Regent Atlantic Holding L.C. and he acknowledged before me that he executed said Articles of Organization as a member of said corporation.

IN WITNESS WHEREOF, I hereunto set my hand and affixed seal in the State and County aforesaid, this 26th day of June, 1996.

~~~~~  
"OFFICIAL NOTARY SEAL"  
IRENE M. DUMAURIER  
Notary Public, State of Florida  
Commission No. CC245303  
My Commission Expires 12/31/96  
Bonded Through Fla. Notary Service & Bonding Co.  
1-800-33-NOTARY  
~~~~~  
My Commission Expires:


Notary Public
State of Florida at Large

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of

Regent Atlantic Holding, L.C. deposes and says:

- 1) the above named limited liability company has at least two members
- 2) the total amount of cash contributed by the member(s) is Twenty Five Thousand Dollars and 00/100 Cents (\$25,000.00)
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$0. A description of the property is attached and made a part hereto.
- 4) the total amount of cash or property anticipated to be contributed by member(s) is Twenty Five Thousand Dollars and 00/100 Cents (\$25,000.00). This total includes amounts from 2 and 3 above.



Bruno Serventi, Member

Signature of a member or authorized representative of a member.
(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.)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS


ACCEPTANCE OF REGISTERED AGENT

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Having been named to accept service of process for Regent Atlantic Holding L.C., at the place designated in the articles of Organization, Bruno Serventi agrees to act in this capacity, and agrees to comply with the provisions of Sections 48.091 relative to keeping open such office.

Date

6/27/96



Bruno Serventi
Registered Agent