

LESLIE ALAN ROZENCWAIG, P.A.
SUNTRUST INTERNATIONAL CENTER
ONE SOUTHEAST THIRD AVENUE
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MIAMI, FLORIDA 33131

LESLIE ALAN ROZENCWAIG
ROSARIO FERRERO CARR
IRVING J. GONZALEZ

TELEPHONE (305) 379-0100
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September 12, 1996

Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

100001849551
-09/17/96--01146--001
*****285.00 *****285.00

RE: Taurus Financial Services, L.C.
Our Client File Number 0539(c)

Dear Sir or Madam:

Enclosed please find the following documents in connection with the filing of the above-referenced Limited Liability Company:

1. Original and copy of Articles of Organization for Taurus Financial Services, L.C.
2. Original and copy of Affidavit of Membership and Contributions.
3. Original and copy of Certificate of Designation of Registered Agent and Registered Office.
4. Check in the amount of Two Hundred Eighty-Five Dollars (\$285) representing the filing fees.

Please file the above documents accordingly, and return a stamped copy to our office in the self-addressed stamped envelope provided. Thank you for your prompt attention to this matter.

Cordially,

LESLIE ALAN ROZENCWAIG, P.A.

ROSARIO FERRERO CARR

RFC/cg
Enclosures
4/0539

95 SEP 17 PM 2:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

**ARTICLES OF ORGANIZATION FOR
TAURUS FINANCIAL SERVICES, L.C.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I
NAME

The name of the Limited Liability Company is Taurus Financial Services, L.C.

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is c/o Leslie Alan Rozenewalg, P.A., SunTrust International Center, One S.E. Third Avenue, Suite 960, Miami, Florida 33131.

ARTICLE III
DURATION

The period of duration for the Limited Company shall be perpetual.

ARTICLE IV
PURPOSE OF ORGANIZATION

The Limited Liability Company is organized for the purpose of engaging in any and all other acts or purposes permitted under Section 608.404 of the Florida Statutes 1993, as amended from time to time, and for any and all other applicable or governing laws of the State of Florida, except as any of the foregoing acts and/or purposes may be otherwise barred or restricted by law.

ARTICLE V
MANAGEMENT

The Limited Liability Company is to be managed by the Members and the name and address of the managing Member is Jose Gregorio Fernandez, whose address is 432 Española Way, Miami Beach, Florida 33139.

ARTICLE VI
ADMISSION OF NEW MEMBERS

Unless otherwise herein specified, no Members shall be admitted to the Limited Liability Company during the period of its existence. New Members may be admitted pursuant to a vote of not less than One Hundred percent (100%) of the total existing ownership interests in the Limited Liability Company, which percentage shall be determined and measured by the percentage of ownership interest each Member has in the Limited Liability Company. No individual Member and/or Manager of the Limited Liability Company shall ever have the power to terminate or grant membership to any person.

ARTICLE VII
CONTINUATION AFTER INVOLUNTARY TERMINATION

In the event of termination of the Limited Liability Company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or any other event which involuntarily terminates the Limited Liability Company, then in that event, the remaining and/or surviving Members shall be fully entitled to continue the business of the Limited Liability Company provided that One Hundred percent (100%) of the ownership interests then remaining shall have agreed to do so in writing.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of Taurus Financial Services, 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 Members is \$100.
3. The agreed value of property other than cash contributed by a member is \$0.
4. The total amount of cash or property anticipated to be contributed by the Members is \$100. This total includes amounts from items 2 and 3 above.



Jose Gregorio Fernandez, Managing 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)

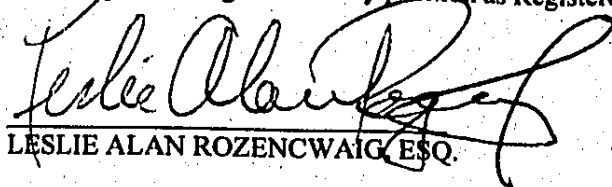
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA 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 Taurus Financial Services, L.C.
2. The name and address of the registered agent and office is:

Leslie Alan Rozenewaig, P.A.
SunTrust International Center
One SouthEast Third Avenue,
Suite 960
Miami, Florida 33131

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.


LESLIE ALAN ROZENCWAIG, ESQ.

9/12/96
DATE

FILED
96 SEP 17 PM 2:44
SECRETARY OF STATE
TALLAHASSEE FLORIDA