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GEIGER KASDIN -

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FLORIDA DIVISION OF CORPORATIONS
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FROM: GEIGER, KASDIN, HELLER & KUPERSTEIN, P.A.
CONTACT: BEVERLY O RIEDY
PHONE: (305)372-5000

ACCT#: 076030000723

FAX #: (305)372-0052

NAME: TRANSPORT MANAGEMENT GROUP MIAMI, L.C.

AUDIT NUMBER.....H97000000984

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 5

CERT. COPIES.....1

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FA#: H97-984

ARTICLES OF ORGANIZATION
OF
TRANSPORT MANAGEMENT GROUP MIAMI, L.C.,
A FLORIDA LIMITED LIABILITY COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. **NAME.** The name of the Limited Liability Company is **TRANSPORT MANAGEMENT GROUP MIAMI, L.C.** (the "Company").
2. **PERIOD OF DURATION.** The period of duration of the Company shall be from the date of filing until the first to occur of the following: (a) December 31, 2030; or (b) Dissolution of the Company pursuant to provisions of the Florida Limited Liability Company Act.
3. **PURPOSE.** The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company

Keith J. Blum, Esq
Geiger, Kasdin, Heller, Kuperstein,
Chames & Weil, P.A.
1428 Brickell Avenue, 6th Floor
Miami, Florida 33131
Telephone: (305) 372-5000
Facsimile: (305) 372-0052
Florida Bar Number: 0879185

FA#: H97-984

shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The street address of the principal office of the Company is c/o Charles Burgess, 210 North 32nd Avenue, Hollywood, FL 33021. The mailing address of the Company is c/o Charles Burgess, 210 North 32nd Avenue, Hollywood, FL 33021.

5. REGISTERED AGENT. The name and address of the initial registered agent in Florida for the Company is: Robert S. Geiger, 1428 Brickell Avenue, 6th Floor, Miami, Florida, 33131.

6. ADDITIONAL MEMBERS. Members may admit additional members upon unanimous agreement of the then existing members.

7. CONTINUITY OF BUSINESS. Upon 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, the business of the Company shall not be continued and the Company shall be dissolved unless there is obtained the consent of remaining members owning a majority-in-interest of the profits interests and of the capital interests of the Company.

8. MANAGEMENT. The Company shall be managed by a manager, as further provided in the Regulations of the Company. Except as authorized by the manager, no member

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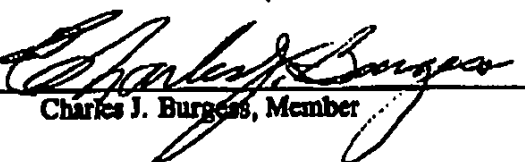
is an agent of the Company or has the authority to make any contracts, enter into any transactions, or make any commitments on behalf of the Company. The name and address of the manager is as follows:

Charles J. Burgess
210 N. 32nd Avenue
Hollywood, Florida 33021

Executed at Miami, Dade County, Florida on the 26 day of December, 1996.

TRANSPORT MANAGEMENT GROUP MIAMI,
L.C.

By:


Charles J. Burgess, Member

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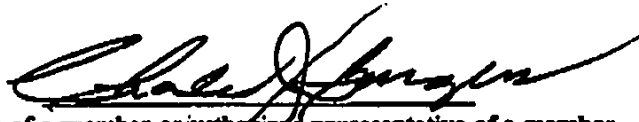
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of TRANSPORT MANAGEMENT GROUP MIAMI 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 \$ 100.00 .
- 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 \$ 100.00 . This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.

(In accordance with section 608.408(5), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Charles J. Burgess, Member

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ESTHER CORP TRANSPORT MIAMI AFFIDAVIT L.C

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**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, 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: TRANSPORT MANAGEMENT GROUP MIAMI, L.C.
2. The name and address of the registered agent and office is:

Robert S. Geiger, Esq.
(Name)

1428 Brickell Avenue, 6th Floor
(P.O. Box not acceptable)

Miami, FL 33131
(City/State/Zip)

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TALLAHASSEE, FLORIDA

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 its 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.

Robert S. Geiger, Esq.
(Signature)

12/31/96
(Date)

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