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AUTHORIZATION :

Patricia Pajito

COST LIMIT : \$ 337.50

ORDER DATE : April 1, 1997

ORDER TIME : 11:56 AM

ORDER NO. : 314420-005

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CUSTOMER NO: 4346978

CUSTOMER: Joshua Bennett, Esq
SCHANTZ SCHATZMAN & AARONSON,
P.A.
Suite 1050
200 South Biscayne Boulevard
Miami, FL 33131-2394

DOMESTIC FILING

NAME: BLUE GALAXY, L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS:

DMP 4-1-97

FILED
97 APR -1 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 APR -1 PM 1:12
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION

- OF -

BLUE GALAXY, L.C.

FILED
97 APR -1 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company in compliance with Section 608.407 of the Florida Statutes, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of this limited liability company is **BLUE GALAXY, L.C.**

ARTICLE II - DURATION

This limited liability company shall exist until May 7, 2023 at which time this limited liability company shall terminate and cease to exist.

ARTICLE III - PURPOSE

This limited liability company is organized for the purposes of engaging in any lawful activities or lawful business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

This limited liability company is authorized to issue 1,000 shares of common stock without nominal or par value which shall be designated "Common Shares." This consideration to be paid for each share shall be fixed by the members.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT
AND BUSINESS AND MAILING AND STREET ADDRESS
OF THE LIMITED LIABILITY COMPANY**

The street address of the initial registered office of the limited liability company is First Union Financial Center, Suite 1050, 200 South Biscayne Boulevard, Miami, Florida 33131, and the name of the initial registered agent of the limited liability company at that address is JOSH N. BENNETT, ESQ. The principal business office, mailing and street address of this limited liability company shall be c/o 200 South Biscayne Boulevard, Suite 1050, Miami, Florida 33131.

ARTICLE VI - ORGANIZER

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
JOSH N. BENNETT, Esquire	First Union Financial Center Suite 1050 200 South Biscayne Boulevard Miami, Florida 33131

ARTICLE VII - MANAGEMENT

This limited liability company shall be managed by the following manager who is to serve as such until his successor is elected and qualified. The manager can make decisions on behalf of the Company. The initial manager's name and address is as follows:

<u>Name of Manager</u>	<u>Address</u>
ANTONIO BALDASSARRE	c/o: First Union Financial Center Suite 1050 200 South Biscayne Boulevard Miami, Florida 33131 Attn: Josh Bennett, Esquire

ARTICLE VIII - CASH CONTRIBUTED TO THE COMPANY

The total amount of cash contributed to the company by the members is:

<u>Name of Cash Contributing Member</u>	<u>Amount</u>
(1) ANTONIO BALDASSARRE	\$ 90.00
(2) JOHN BALDASSARRE	\$ 10.00

ARTICLE IX - OTHER PROPERTY CONTRIBUTED TO THE COMPANY

There shall be no additional property contributed to the limited liability company by the members.

ARTICLE X - REGULATIONS

The power to adopt, alter, amend or repeal regulations shall be vested with the members.

ARTICLE XI - POWERS

The limited liability company shall have all of the limited liability company powers enumerated in the Florida Limited Liability Companies Act.

ARTICLE XII - INDEMNIFICATION

The limited liability company shall indemnify its members to the full extent permitted by law.

ARTICLE XIII - AMENDMENT

The limited liability company reserves the right to amend or repeal any provisions contained in these Articles of Organization or amendment thereto, and any right conferred upon the members is subject to this reservation.

ARTICLE XIV - ADDITIONAL MEMBERS

The limited liability company reserves the right to admit additional members.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Organization this 27 day of March, 1997.



JOSH N. BENNETT

STATE OF FLORIDA

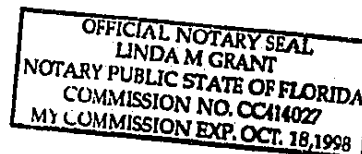
)
:SS.:
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COUNTY OF DADE

SWORN TO AND SUBSCRIBED before me this 27 day of March, 1997, by JOSH N. BENNETT.


Linda M Grant, NOTARY PUBLIC
PRINT, TYPE OR STAMP NAME OF NOTARY

Personally known X
or Produced Identification _____
Type of Identification Produced _____



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97 APR -1 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**(Attached to the Articles of Organization
BLUE GALAXY, L.C.
and Made a Part Thereof)**

ACCEPTANCE

JOSH N. BENNETT
JOSH N. BENNETT, Resident Agent

)

:SS.:

)

Linda M Grant
Linda M Grant, NOTARY PUBLIC
PRINT, TYPE OR STAMP NAME OF NOTARY

Type of Identification Produced

AFFIDAVIT OF MEMBERSHIP
AND
CONTRIBUTIONS

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED member or authorized representative of a member of **BLUE GALAXY,**
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 \$100.00.
3. There is no other property other than cash contributed by the members at this time.
4. The total amount of cash or property anticipated to be contributed by the members is \$1,000.00. This total includes amounts from 2 and 3 above.



JOSH N. BENNETT, ESQ.,
Authorized Representative of the Members

(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.)