

5/20/97

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: CORPORATE CREATIONS INTERNATIONAL INC.

ACCT#: 073171003004

CONTACT: ~~JORDAN C RODRIGUEZ~~

PHONE: (305)672-0686

Luis

FAX #: (305)672-9110

NAME: MANHATTAN CAPITAL PARTNERS, L.C.

AUDIT NUMBER.....H97000008319

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..1

PAGES..... 4

CERT. COPIES.....0

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Manhattan Capital Partners, L.C.

Article II. Duration

The duration of the Company shall be perpetual unless the Company dissolves in accordance with the provisions of the Company's Regulations or these Articles of Organization.

Article III. Address

The mailing address and the street address of the principal office of the Company is:
Manhattan Capital Partners, L.C.
11000 Prosperity Farms Road, Suite 301
Palm Beach Gardens FL 33410

Article IV. Registered Agent

The name and address of the registered agent of the Company is:
Thomas J. Craft, Jr.
11000 Prosperity Farms Road, Suite 301
Palm Beach Gardens FL 33410

Article V. Percentage Interest; Membership Certificate

The profits and losses of the Company shall be allocated to the members in accordance with and in proportion to their Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members), unless otherwise provided in the Regulations of the Company. A member's interest in the Company may be evidenced by a Membership Certificate issued by the Company.

Tom Craft | FL Bar Member 881503
Thomas J. Craft, Jr., P.A.
11000 Prosperity Farms Road, Suite 301
Palm Beach Gardens FL 33410
561-691-1998

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Article VI. Dissolution

The death, insanity, bankruptcy, retirement, resignation or expulsion of a member shall cause a dissolution of the Company, except that all remaining members of the Company may vote within 30 days after any of these events to continue the legal existence of the Company, in which case the Company shall not dissolve.

Article VII. Transferability of Member's Interest

No member shall have the right to assign the member's interest in the Company without the written agreement of all the members. If all the members do not approve the assignment, the assignee shall have no right to become a member, to participate in the management of the Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Article VIII. Management

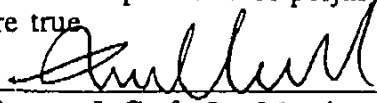
The management of the Company is reserved to the members. The name and address of each managing member is:

Thomas J. Craft, Jr.
11000 Prosperity Farms Road, Suite 301
Palm Beach Gardens, FL 33410

Article IX. Company Existence

The Company's existence shall begin effective as of May 20, 1997

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true



Thomas J. Craft, Jr., Member
by L.A. Uriarte as attorney-in-fact

Date: May 20, 1997

Tom Craft | FL Bar Member 881503
Thomas J. Craft, Jr., P.A.
11000 Prosperity Farms Road, Suite 301
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Affidavit of Capital Contributions

LIMITED LIABILITY COMPANY:
Manhattan Capital Partners, L.C.

The undersigned member deposes and says:

1. The above named Company has at least two members.
2. The total amount of initial cash contributed by the members is \$10.00.
3. The agreed value of property other than cash contributed by the members is zero.
(If the members contributed property other than cash, a description of the property is attached.)
4. The total amount of cash or property anticipated to be contributed by the members is \$900,000,000 or less.

Under the penalties of perjury, the undersigned affirms that the facts stated herein are true.



Thomas J. Craft, Jr., Member
by L.A. Uriarte as attorney-in-fact

Date: May 20, 1997

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

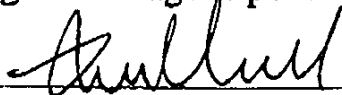
CORPORATION:

Manhattan Capital Partners, L.C.

REGISTERED AGENT/OFFICE:

Thomas J. Craft, Jr.
11000 Prosperity Farms Road, Suite 301
Palm Beach Gardens FL 33410

I agree to act as registered agent to accept service of process for the corporation named above at the place designated in this Certificate. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



Thomas J. Craft, Jr.
by L.A. Uriarte as attorney-in-fact

Date: May 20, 1997

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