

L97000000895



ACCOUNT NO. : 072100000032

REFERENCE : 497597 10316A

AUTHORIZATION :

COST LIMIT : \$ PRE PAID

ORDER DATE : August 14, 1997

ORDER TIME : 3:09 PM

ORDER NO. : 497597-010

CUSTOMER NO: 10316A

CUSTOMER: Olga Molina, Legal Assistant
SIDNEY BRODIE, ESQ

Penthouse 1
7270 N.w. 12th Street
Miami, FL 33126

FILED
97 AUG 14 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: MASCAP DEVELOPMENT, L.C.

300002263873--9
-08/18/97--01083--024
****337.50 ****337.50

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
XX CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS:

RECEIVED
97 AUG 14 PM 4:20
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SN AUG 15 1997

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

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TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is: MasCap Development, L.C.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

1414 NW 107th Avenue, 4th Floor
Miami, Florida 33172

ARTICLE III - Duration:

The period of duration for the Limited Liability Company shall be: Perpetual

ARTICLE IV - Management:

The Limited Liability Company is to be managed by managers and the names and addresses of such managers who are to serve as managers are:

Juan Carlos Mas	3155 NW 77th Avenue, Miami, Florida 33155
Gerardo Capo	1414 NW 107th Avenue, 4th Floor, Miami, Florida 33172
Jorge Mas Jr.	3155 NW 77th Avenue, Miami, Florida 33155
Jose Ramon Mas	3155 NW 77th Avenue, Miami, Florida 33155
Julio C. Capo	1414 NW 107th Avenue, 4th Floor, Miami, Florida 33172
Alejandro Capo	1414 NW 107th Avenue, 4th Floor, Miami, Florida 33172

ARTICLE V - Admission of Additional Members:

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be:

1. Unanimous consent of all remaining members.
2. Any newly admitted member will be required to make a capital contribution in amount to be decided by the then remaining members.

ARTICLE VI - Members Rights to Continue Business:

The right, if given, of the remaining members of the limited liability company to continue the business on 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 limited liability company shall be:

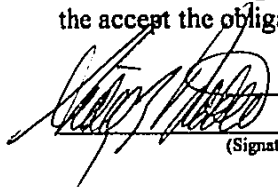
The remaining members will have the unlimited right to continue the business in all eventualities.

**CERTIFICATE OF DESIGNATION OF
RESIGNATION 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: MasCap, Development, L.C.
2. The name and address of the registered agent and office is: Sidney Z. Brodie, Esq., whose address is 7270 NW 12th Street, PH-I, Miami, Florida 33126.

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 property and complete performance of my duties, and I am familiar with the accept the obligations of my position as registered agent.


(Signature)

August 12, 1997
(Date)

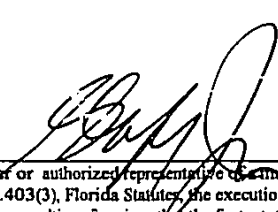
FILING FEE: \$35.00 for Designation of Registered Agent

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of MasCap Development, 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 \$3,000.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ N/A. 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 \$3,000.00. This total includes amounts from 2 and 3 above.



Signature of a member or authorized representative of a member.
(In accordance with section 608.403(3), Florida Statutes, the execution of this affidavit constitutes of affirmation under the penalties of perjury that the facts stated herein are true).

Gerardo Capo

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FILING FEE \$250.00 for Articles of Organization and Affidavit.