

L9700000/020

Attorney At Law
Grand Bay Plaza
2665 South Bayshore Drive
Suite M-103
Cocoanut Grove, Florida 33133

Telephone (305) 854-6666

Facsimile (305) 446-5204

September 8, 1997
(Via Certified Mail Return Receipt Requested)

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-09/10/97--01108--001
****250.00 ****250.00

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-09/18/97--01084--005
*****43.75 *****43.75

Re: **PRUS ENTERPRISES, LLC**, a Florida limited liability company

Gentleperson(s):

Enclosed please find Articles of Organization for **PRUS Enterprises, LLC**, and our trust account check in the sum of \$250.00 representing your filing fees.

Please file the enclosed Articles and return a copy to the undersigned in the enclosed stamped, addressed envelope which has been enclosed for your convenience.

Thank you in advance for your prompt attention to the foregoing.

Sincerely yours,


Peter Z. Kamenesh

cb
Enclosures

PRUS/KamFer

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Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verifier	

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DIVISION OF CORPORATIONS
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

September 11, 1997

PETER Z. KAMENESH
2665 SOUTH BAYSHORE DRIVE, SUITE M-103
COCONUT GROVE, FL 33133

SUBJECT: PRUS ENTERPRISES, LLC
Ref. Number: W97000020926

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We have received your document for PRUS ENTERPRISES, LLC and your check(s) totaling \$250.00. However, the document has not been filed and is being retained in this office for the following:

The fees for a limited liability company breakdown as follows: \$250 filing fee, \$35 for designation of registered agent, \$52.50 for an optional certified copy, and \$8.75 for an optional certificate of status.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline
Document Specialist

Letter Number: 597A00045217

PETER Z. KAMENESH

Attorney At Law
Grand Bay Plaza
2665 South Bayshore Drive
Suite M-103
Coconut Grove, Florida 33133

Telephone (305) 854-6666

Facsimile (305) 446-5204

September 15, 1997
(Via Certified Mail Return Receipt Requested)

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: PRUS ENTERPRISES, LLC, a Florida limited liability company
Ref. No. W97000020926

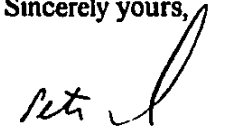
Gentleperson(s):

Enclosed please find a copy of the Articles of Organization for **PRUS Enterprises, LLC**, the originals were kept by your offices. Further you will find our trust account check in the sum of \$43.75, representing the additional fees requested for the designation of the registered agent and certificate of status. The \$250.00 representing your filing fees, were sent and kept by your offices.

Please file the Articles and return a copy to the undersigned in the enclosed stamped, self-addressed envelope which has been enclosed for your convenience.

Thank you in advance for your prompt attention to the foregoing.

Sincerely yours,


Peter Z. Kamenesh

cb
Enclosures

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**ARTICLES OF ORGANIZATION
OF
PRUS ENTERPRISES, LLC**

The undersigned, being the sole members of **PRUS ENTERPRISES, LLC**, a Florida limited liability company (the "Company"), hereby form a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is: **PRUS ENTERPRISES, LLC**

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence upon the filing of these executed Articles of Organization with the Florida Department of State, and shall continue perpetually, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

2400 South Dixie Highway, Suite 100
Miami , Florida 33133

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

2400 South Dixie Highway, Suite 100
Miami Beach, Florida 33133

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ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Ivan F. Fernandez
2400 South Dixie Highway, Suite 100
Miami , Florida 33133

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ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company in attendance at a duly called meeting of the members of the Company at which a quorum exists or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company. Any new member which is approved by the members of the Company as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members of the Company, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the members of the Company may from time to time determine in their sole discretion.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company (excluding the member seeking to transfer his interest in the Company) which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company (excluding the member seeking to transfer his interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the Company shall be dissolved unless the other members elect to continue the Company either upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company, which vote is taken at a duly called meeting of

the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company, and so long as there remains not less than two (2) members of the Company.

ARTICLE IX. MANAGER

The Company shall be managed by manager. The names and addresses of the initial manager is set forth below. The initial manager shall serve until the first annual meeting of the members of the Company or until their successors are elected and qualify.

Initial Manager:

Address:

KamFer Enterprises, Inc.
a Florida Corporation

2400 South Dixie Highway, Suite 100
Miami , Florida 33133

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ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of Organization upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company which vote is taken at a duly called meeting of the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company.

ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the managers of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of those managers of the Company in attendance at a meeting of the managers duly called at which a quorum exists or by written consent of a majority of the managers of the Company; provided, however, any provision which has been previously adopted, altered or amended by the members of the Company and which states that it may only be amended, altered or repealed by the members of the Company, may not be altered, amended or repealed by the managers but shall only be amended, altered or repealed upon the affirmative vote of the holders of not less than ninety percent (90.00%) of the Shares in the Company which vote is taken at a duly called meeting of

the members of the Company or by written consent of the holders of not less than ninety percent (90.00%) of the Shares in the Company.

IN WITNESS WHEREOF, the members of the Company have executed the foregoing Articles of Organization this 2 day of September, 1997.

KamFer Enterprises, Inc.

By: _____



Ivan F. Fernandez, President

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**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UP ON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

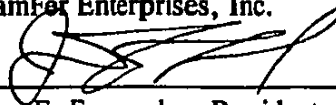
The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida

Limited Liability Company Act:

Having been appointed registered agent of PRUS Enterprises, LLC in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that he is familiar with, and accepts, the obligations of such position.

Dated: September 8, 1997

KamFor Enterprises, Inc.



Ivan F. Fernandez, President

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as an officer or authorized representative of an initial member of TP HOLDING, LLC, a Florida limited liability company (the "Company") who, upon being duly sworn, certifies the following:

1. The Company has at least two (2) members.
2. As of the date hereof, the amount of capital contributions to the Company made by its members is as follows:

\$500.00

3. The anticipated amount of additional capital contributions to the Company to be made by its members will be as follows:

\$00.00

4. There have been no contributions to the Company made by its members other than cash contributions.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, the undersigned, as an officer or authorized representative of a member of the Company, declares that the undersigned has read the foregoing and that the facts alleged are true, to the best of the undersigned's knowledge and belief.

DATED: September 8, 1997

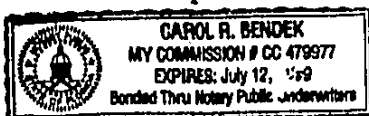
KamFer Enterprises, Inc.,
a Florida corporation

By: _____

Ivan F. Fernandez, President

SWORN TO AND SUBSCRIBED before me, the undersigned authority, this 8 day of September, 1997, by Ivan F. Fernandez, as President of **KamFer Enterprises, Inc.**, a Florida corporation, who is personally known to me and who did take an oath.

My Commission Expires:



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Notary Public, State of Florida

Print Name: CAROL BENDEK

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