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ROZENCWAIG & ROTH-CORTINA

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

SUNTRUST INTERNATIONAL CENTER

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December 8, 1997

FEDEX AIRBILL NO. 800-922855731

PERSONAL AND CONFIDENTIAL

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-12/09/97--01047--005
****285.00 ****285.00

RE: ALBERO, L.C.
Our Client File Number 0585(b)

To Whom It May Concern:

CM

Enclosed please find the following items in connection with ALBERO, L.C.:

1. Check in the amount of Two Hundred Eighty-Five Dollars (\$285) representing your fees in connection with the filing of the Articles of Organization for ALBERO, L.C. a Limited Liability Company.
2. Articles of Organization for ALBERO, L.C.
3. Affidavit of Membership and Contribution.
4. Certificate of Designation of Registered Agent/Registered Office.

Thank you for your prompt attention to this matter.

FILED
97 DEC 12 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Cordially,

ROZENCWAIG & ROTH-CORTINA


LESLIE ALAN ROZENCWAIG, P.A.
For the Firm

LAR/cg
Enclosures
1/0585

**ARTICLES OF ORGANIZATION FOR
ALBERO, L.C.**

ARTICLE I
NAME

The name of the Limited Liability Company is ALBERO, L.C.

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is c/o Rozencwaig & Roth-Cortina, Leslie Alan Rozencwaig, Esq., SunTrust International Center, One Southeast Third Avenue, Suite 960, Miami, Florida, 33131.

ARTICLE III
DURATION

The period of duration for the Limited Liability Company shall be 50 years.

ARTICLE IV
PURPOSE OF ORGANIZATION

The Limited Liability Company is organized for the purpose of engaging in any and all other acts or purposes permitted under Section 608.404 of the Florida Statutes 1993, as amended from time to time, and for any and all other applicable or governing laws of the State of Florida, except as any of the foregoing acts and/or purposes may be otherwise barred or restricted by law.

ARTICLE V
MANAGEMENT

The Limited Liability Company is to be managed by a Managing Member and the name and address of the Managing Member is MARIO CYTRYNBAUM, whose address is c/o 1 S.E. 3rd Avenue, Suite 960, Miami, Florida 33131.

ARTICLE VI
ADMISSION OF NEW MEMBERS

Unless otherwise herein specified, no new Members shall be admitted to the Limited Liability Company during the period of its existence. New Members may be admitted pursuant to a vote of not less than 99% of the total existing ownership interests in the Limited Liability Company, which percentage shall be determined and measured by the percentage of ownership interest each Member has in the Limited Liability Company. No individual Member and/or Managing Member of the Limited Liability Company shall ever have the power to terminate or grant membership to any person.

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TALLAHASSEE, FLORIDA

ARTICLE VII
CONTINUATION AFTER INVOLUNTARY TERMINATION


In the event of termination of the Limited Liability Company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or any other event which involuntarily terminates the Limited Liability Company, then in that event, the remaining and/or surviving Members shall be fully entitled to continue the business of the Limited Liability Company provided that 99% of the ownership interests then remaining shall have agreed to do so in writing.

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TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of ALBERO, 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.
3. The agreed value of property other than cash contributed by a member is \$0.
4. The total amount of cash or property anticipated to be contributed by the Members is \$100. This total includes amounts from items 2 and 3 above.



LESLIE ALAN ROZENZWIG, ESQ., Member
(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)

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

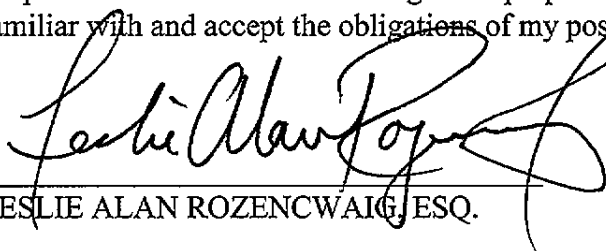
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is ALBERO, L.C.
2. The name and address of the Registered Agent and office is:

Rozencwaig & Roth-Cortina
Leslie Alan Rozencwaig, Esq.
SunTrust International Center
One Southeast Third Avenue
Suite 960
Miami, Florida 33131

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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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.



LESLIE ALAN ROZENCWAIG, ESQ.

12/8/97

DATE