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FLORIDA DIVISION OF CORPORATIONS

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CONTACT: CARLOS A GATO
PHONE: (305) 261-0500
(305) 267-1787

FAX #:

NAME: DADE VENTURE CAPITAL FUND, L.C.

AUDIT NUMBER.....H98000000827

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 3

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**ARTICLES OF ORGANIZATION OF
DADE VENTURE CAPITAL FUND, L.C.
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I - NAME:

The Name of the Limited Liability Company is:

DADE VENTURE CAPITAL FUND, L.C.

ARTICLE II - ADDRESS:

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

ONE WORLD TRADE PLAZA
80 S.W. 8TH STREET, SUITE 2400
MIAMI, FLORIDA 33130

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ARTICLE III - DURATION:

The period of duration for the Limited Liability Company shall be thirty (30) years.

ARTICLE IV - MANAGEMENT:

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

Dade Venture Capital Fund Management Company
80 S.W. 8TH STREET, SUITE 2400
MIAMI, FLORIDA 33130

P98000004093

This 21st day of November, 1997

Dade Venture Capital Fund Management Company, the
Managing Member of Dade Venture Capital Fund, L.C.



Audit No.: H98000000827 CRISTINA QUERVO, President
Prepared by: Orlando J. Cabrera, Esq.
5200 Blue Lagoon Drive #700
Miami, Florida 33126
(305) 261-0500
Bar No.: 894151

Audit No.: H98000000827


**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF**

DADE VENTURE CAPITAL FUND, L.C.

The undersigned member or authorized representative of a member of Dade Venture Capital Fund, 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 \$1,485,000.
3. If any, the agreed value of property other than cash contributed by members is \$0.00. 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 members is \$1,485,000. This total includes amounts from 2 and 3 above.

Dade Venture Capital Fund Management Company, the
Managing Member of Dade Venture Capital Fund, L.C.


CRISTINA CUERVO, President

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUS, 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 DADE VENTURE CAPITAL FUND, L.C.
2. The name and address of the registered agent and office is:

MIAMI CORPORATE SYSTEMS, INC.
5200 Blue lagoon Drive, Suite 700
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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


RAMON E. RASCO, PRESIDENT

Luis A. Perez

11/21/97
DATE

FILING FEE: \$35.00

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