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L980000000140

January 19, 1998

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

RE: VISWORLD INTERNATIONAL, L.C.
Our File No.: 5423

800002417438--7
-01/30/98--01063--003
****285.00 ****285.00

Dear Sir or Madam:

Enclosed please find the following documents in connection with the filing of the above referenced Limited Liability Company:

- L.C.
1. Original and copy of Articles of Organization of VISWORLD INTERNATIONAL,
 2. Affidavit of Membership and Contributions.
 3. Certificate of Designation of registered Agent and Registered Office.
 4. Check in the amount of Two Hundred Eighty-Five Dollars (\$285.00) representing the filing fees.

Please file these accordingly, and return a stamped copy of these documents to our office in the stamped envelope provided. Thank you for your prompt attention to this matter.

Cordially,

MICHAEL FELDENKRAIS, P.A.

MICHAEL FELDENKRAIS

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Document Examiner	DCC
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Enclosures	
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Acknowledgement	DCC
W. P. Verifier	DCC

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**ARTICLES OF ORGANIZATION FOR
VISWORLD INTERNATIONAL, L.C.**

**ARTICLE I
NAME**

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

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is c/o VISWORLD INTERNATIONAL, L.C., 12000 Biscayne Boulevard, Suite 220, Miami, Florida 33181

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be perpetual

**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 Miriam L. Nunez, whose address is 12000 Biscayne Boulevard, Suite 220, Miami, Florida 33181.

**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 100% 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

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TALLAHASSEE, FLORIDA

person.

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 100% 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 VISWORLD INTERNATIONAL, 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.



MIRIAM L. NUNEZ, Managing 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**

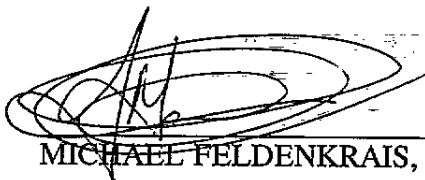
PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

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

Michael Feldenkrais, P.A.
Michael Feldenkrais, Esq.
12000 Biscayne Blvd.
Suite 220
Miami, Florida 33181

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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.



MICHAEL FELDENKRAIS, P.A.

DATE

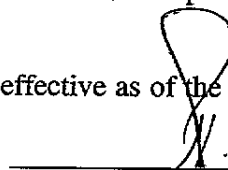
ORGANIZATIONAL MEETING OF
ALL OF THE MEMBERS OF
VISWORLD, L.C.

The undersigned Members of VISWORLD INTERNATIONAL, L.C. a Limited Liability Company organized and existing under the laws of the State of Florida (the "Company"), as of October , 1997 hereby agree, consent to, adopt and order the following corporate action:

1. The undersigned waive all formal requirements, including the necessity of holding a formal meeting, and any requirement that notice of such meeting be given.
2. The Regulations attached to this corporate action are hereby adopted as the Regulations of this Company.
3. The specimen membership certificate and the company seal thereon as attached hereto are hereby adopted as the membership certificate and seal of this Company.
4. Miriam L. Nunez is elected to serve as Managing Member of the Company until removed or until his successor shall be duly elected and qualified.
5. The Managing Member are authorized to open bank accounts on behalf of the Company.
6. RESOLVED: That in consideration of the payment set forth below, the Managing Member are authorized to issue membership certificates to the following entity and person and in the following amounts for the consideration paid as indicated:

<u>Name</u>	<u>Consideration</u>
Miriam L. Nunez	95 \$1.00 per share
Deborah Ros	5 \$1.00 per share

7. The action contained herein shall be effective as of the day of October 1997.



MIRIAM L. NUNEZ



DEBORAH ROS