



THE UNITED STATES
CORPORATION
COMPANY

L98000000327

ACCOUNT NO. : 072100000032

REFERENCE : 732191 7146407

AUTHORIZATION :

COST LIMIT : \$ 285.00

Patricia Pizutti

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 16 AM 8:52

ORDER DATE : March 6, 1998

ORDER TIME : 10:34 AM

ORDER NO. : 732191-005

CUSTOMER NO: 7146407

CUSTOMER: Mr. Vincenzo San Lorenzo
MR. VINCENZO SAN LORENZO

500002458765--6

3075 N.e. 190 Street, # 107

Miami, FL 33180

DOMESTIC FILING

NAME: OPTIMA CAPITAL MANAGEMENT,
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

(5)

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98 MAR 16 PM 4:13
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3/16/98

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

OPTIMA CAPITAL MANAGEMENT, L.L.C.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 3075 Northeast 190 Street, #107, Miami, Florida 33180.

ARTICLE III. DURATION

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

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

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ARTICLE V. MANAGEMENT

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

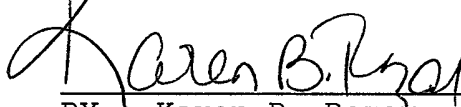
Members:

Vincenzo San Lorenzo 3075 Northeast 190 Street, #107
Aventura, Florida 33180

Michael Morrison 100 Bayview Drive, #1011
North Miami Beach, Florida 33160

The undersigned authorized representative of a member of OPTIMA CAPITAL MANAGEMENT, L.L.C. hereby executes these articles of organization on this 16th Day of March 1998.

CORPORATION SERVICE COMPANY



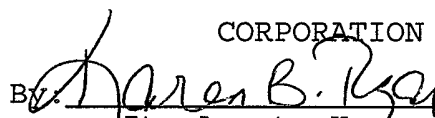
BY: Karen B. Rozar
as its agent as authorized
representative of:
OPTIMA CAPITAL MANAGEMENT, L.L.C.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation authorized to transact business in this State, having a business office identical with the registered office of the Limited Liability Company named above, and having been designated as the registered agent in the above and foregoing articles, is familiar with and accepts the obligations of the position of registered agent under Section 608.415 or 608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By: 
Its Agent, Karen B. Rozar

Dated: March 16, 1998

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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The undersigned member or authorized representative of a member of _____

OPTIMA CAPITAL MANAGEMENT

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

\$ 0

3) if any, the agreed value of property other than cash contributed by member(s) is
A description of the property is attached and made a part hereto.

\$ 0

4) the amount of cash or property anticipated to be contributed by member(s) is

\$ 0

5) the total amount of 2, 3, and 4 is

\$ 0

Michael Morrison

Signature of a member or authorized representative of a 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.)

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Corporation ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of OPTIMA CAPITAL MANAGEMENT (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of this Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein by CSC without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 12 day of MARCH, 1998.

Loyda Rosa
Witness
Loyda Rosa
Typed or Printed Name

Michael Morrison
Signature
MICHAEL MORRISON
Typed or Printed Name

Maria Cabada
Witness
MARIA CABADA
Typed or Printed Name



MARIA CABADA
COMMISSION # CC 495774
EXPIRES NOV 03, 1999
BONDED THRU
ATLANTIC BONDING CO., INC.