



THE UNITED STATES
CORPORATION
COMPANY

L98000000560

ACCOUNT NO. : 072100000032

REFERENCE : 803085 7152486

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 285.00

ORDER DATE : April 30, 1998

ORDER TIME : 3:04 PM

ORDER NO. : 803085-005

CUSTOMER NO: 7152486

CUSTOMER: Mr. Abdul K. Aziz
MR. ABDUL K. AZIZ

801 Brickell Avenue, 9th Floor

Miami, FL 33131

DOMESTIC FILING

NAME: BALONNE INVESTMENTS LLC

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: Janna Wilson

EXAMINER'S INITIALS:

mea 4/4/98

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -4 AM 10:08

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY -4 AM 10:08

RECEIVED
98 MAY -4 PM 4:30
DIVISION OF CORPORATION

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

BALONNE INVESTMENTS LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: 801 Brickell Avenue, 9th Floor, Miami, Florida 33131.

ARTICLE III. DURATION

The period of duration for the Limited Liability Company shall be: 30 YEARS

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32391 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

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

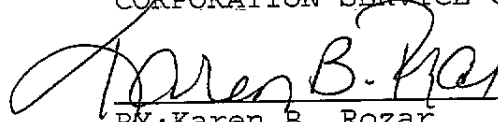
Member: Abdul Khawaja Aziz 801 Brickell Avenue, 9th Floor
Miami, Florida 33131

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The undersigned authorized representative of a member of
BALONNE INVESTMENTS LLC hereby executes these articles of
organization on this 04 Day of MAY 1997.

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CORPORATION SERVICE COMPANY



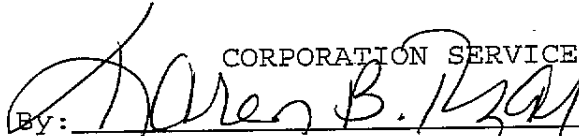
BY: Karen B. Rozar
as its agent as authorized
representative of
BALONNE INVESTMENTS LLC

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



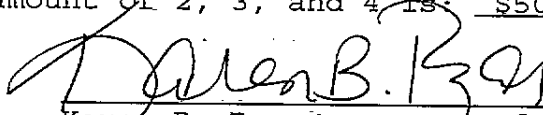
By: _____
Its Agent, Karen B. Rozar

Dated: May 1, 1998

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of BALONNE INVESTMENTS LLC 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 \$5000.00:
- 3) if any, the agreed value of property other than cash contributed by member(s) is _____:
- 4) the amount of cash or property anticipated to be contributed by member(s) is _____:
- 5) the total amount of 2, 3, and 4 is \$5000.00.



Karen B. Rozar as agent for Corporation Service
Company in its capacity as authorized
representative of a member of BALONNE
INVESTMENTS LLC

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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 BALONNE INVESTMENTS LLC (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 the 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
4th day of, 1998.


WITNESS

LUZAMANDA A KHAWAJA
TYPED OR PRINTED NAME

WITNESS

TYPED OR PRINTED NAME


SIGNATURE

ABDUL K. AZIZ
TYPED OR PRINTED NAME