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FROM: BILZIN, SUMBERG DUNN PRICE & AXELROD LLP  
075350000132

ACCT#:

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PHONE: (305)374-7580

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(305)350-2446

NAME: CARWOOD, L.C.

AUDIT NUMBER.....H98000009780

DOC TYPE.....FOREIGN LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 4

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DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION  
OF  
CARWOOD, L.C.,  
a Florida limited liability company

1. The name of the limited liability company is CARWOOD, L.C.
2. The period of duration of the limited liability company shall commence upon the filing of these Articles of Organization and shall be perpetual.
3. The mailing address and the street address of the principal office of the limited liability company is:

6700 S.W. 132nd Street  
Miami, Florida 33156.

4. The name and street address of the initial registered agent of the limited liability company are:

Carlos J. Rodriguez  
6700 S.W. 132nd Street  
Miami, Florida 33156.

5. The members of the limited liability company may admit additional members only as, and to the extent, provided for in the regulations, as amended from time to time, of the limited liability company.
6. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the remaining members may elect to continue the business of the limited liability company only as, and to the extent, provided for in the Regulations, as amended from time to time, of the limited liability company.
7. The limited liability company shall be managed by a board of managers (the "Managing Board"), which shall consist initially of two managers. Such managers shall be designated from time to time by the members as set forth in the Regulations of the limited liability company. The number of managers constituting the Managing Board may be increased or decreased as provided for in the Regulations, but shall never consist of fewer than two. The names and addresses of each of the initial managers of the limited liability company are set forth on Exhibit "A" to these Articles of Organization, and said Exhibit "A" constitutes a part of these Articles of Organization.

*This instrument prepared by:*  
Steven D. Lear, Esquire  
Florida Bar No. 607400  
BILZIN SUMBERG DUNN PRICE & AXELROD LLP  
2500 First Union Financial Center  
Miami, Florida 33131-2336  
Telephone: (305) 374-7580



FAX AUDIT NO. H98- 9780

8. This limited liability company shall commence as of May 18, 1998, at 12:01 A.M.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the belownamed Manager and authorized representative of the members of the limited liability company as of the 18th day of May, 1998.


  
Carlos J. Rodriguez

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ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT

The undersigned, who has been designated in the foregoing Articles of Organization as registered agent for the limited liability company therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said limited liability company, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited liability company.

Dated: as of May 18, 1998.

  
Carlos J. Rodriguez

FAX AUDIT NO. H98- 9780

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EXHIBIT "A"

NAMES AND ADDRESSES OF INITIAL MANAGERS

1. Carlos J. Rodriguez  
6700 S.W. 132nd Street  
Miami, Florida 33156
2. Woodson Brown  
6700 S.W. 132nd Street  
Miami, Florida 33156



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AFFIDAVIT

The undersigned, Carlos J. Rodriguez ("Affiant"), as a Manager and an authorized representative of the members of the limited liability company being created pursuant to the Articles of Organization to which this Affidavit is attached, being first duly sworn on oath, hereby deposes and says as follows on behalf of said members:

1. The limited liability company has at least two members.
2. As of the date hereof, the members of the limited liability company have actually contributed to the limited liability company an aggregate of \$1.00 in cash of an aggregate amount of up to \$1,500,000.00 in capital contributions of cash anticipated to be contributed to the limited liability company by its members. It is not anticipated that capital contributions of property will be made to the limited liability company by its members.
3. Affiant is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affiant has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affiant's knowledge and belief.

Dated: as of May 18, 1998.

  
Carlos J. Rodriguez

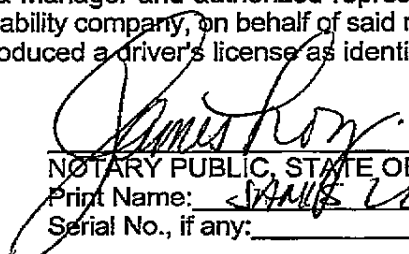
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STATE OF FLORIDA                    )  
  ) ss:  
COUNTY OF MIAMI-DADE         )

The foregoing instrument was acknowledged, sworn to and subscribed before me this 18<sup>th</sup> day of May, 1998, by Carlos J. Rodriguez, as a manager and authorized representative of the members of CARWOOD, L.C., a Florida limited liability company, on behalf of said members; such individual is personally known to me and has produced a driver's license as identification.

My Commission Expires:

Sept. 10/2000  
[NOTARIAL SEAL]

  
NOTARY PUBLIC, STATE OF FLORIDA

Print Name: JAMIS LOPEZ

Serial No., if any: \_\_\_\_\_

