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ORDER DATE : July 2, 1998

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ORDER NO. : 878699-005

CUSTOMER NO: 149395A

CUSTOMER: Beatriz M. Capote, Esq
BEATRIZ M. CAPOTE, P.A.

17th Floor
1101 Brickell Avenue
Miami, FL 33131

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: G.A.S.A., L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING.

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Brenda Phillips

EXAMINER'S INITIALS:

L98-971

Name	De 76
Availability	
Document Examiner	
Updater	
Updater Verifier	
Acknowledgment	
W. P. Verly	

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98 JUL -2 AM 11:29
DIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION
OF
G.A.S.A., L.C.

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. NAME.

The name of the Limited Liability Company is:

G.A.S.A., L.C.

2. PERIOD OF DURATION.

The period of duration of the Limited Liability Company shall be from the date of filing until the first to occur of the following:

(i) Thirty (30) years from the date of filing of these Articles of Organization with the Department of State, or

(ii) Dissolution of the Limited Liability Company pursuant to provisions of the Florida Limited Liability Company Act.

3. PURPOSE.

The purpose for which the Limited Liability Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

4. ADDRESS OF PLACE OF BUSINESS.

The address of the place of business in Florida for the Limited Liability Company is: 841 Collins Avenue, Suite 100, Miami, Florida 33139. *This is also the mailing address.*

5. REGISTERED AGENT.

The name and address of the initial registered agent in Florida for the Limited Liability Company is: Eric Gabriel, 8301 N.E. 10th Avenue, Miami, Florida 33138.

6. CAPITAL CONTRIBUTIONS.

The total amount of cash and a description of the agreed value of property other than cash contributed to the Limited Liability Company is as follows: Cash in the amount of \$1,000.00. The amount of anticipated contributions is \$1,000.00.

7. ADDITIONAL CONTRIBUTIONS.

The total additional contributions, if any, agreed to be made by all members and the times at which, or the events of happening of which, that shall be made, are as follows: No total additional contributions have been agreed to at the date of filing of these Articles of Organization. Additional contributions, if any, will be made upon unanimous agreement by all of the members of the Limited Liability Company.

8. ADDITIONAL MEMBERS.

Members may admit additional members upon unanimous agreement of the then existing members.

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9. CONTINUITY OF BUSINESS.

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 business of the Limited Liability Company shall not be continued and the Limited Liability Company shall be dissolved unless there is obtained the consent of all the remaining members of the Limited Liability Company.

10. MANAGEMENT.

The Limited Liability Company is to be managed by a manager. The name and address of such manager who is to serve as manager until the first annual meeting of members or until his successor is elected and qualified is as follows:

Eric Gabriel
8301 N.E. 10th Avenue
Miami, Florida 33138

Executed at Miami, Florida on the 30 day of June,

1998.

G.A.S.A., L.C., a Florida limited
liability company

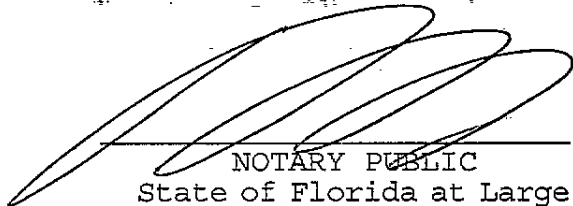
By: 
ERIC GABRIEL, Manager

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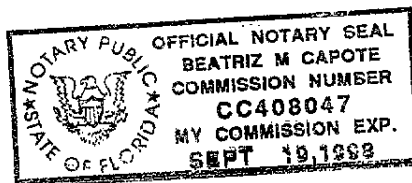
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

This instrument is acknowledged this 30 day of June,
1998, by ERIC GABRIEL, the manager of G.A.S.A., L.C. who is
personally known to me or who produced _____
as identification.



NOTARY PUBLIC
State of Florida at Large

Commission Expires: _____



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The members of the limited liability company shall
be:

<u>Name and Address</u>	<u>Capital Contribution</u>
ERIC GABRIEL 8301 N.E. 10th Avenue Miami, Florida 33138	\$ 500.00
SEBASTIAN MEYER koenigin Str. 65 80539 Munich Germany	\$ 500.00
Total	<u>\$1,000.00</u>

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CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS
THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/
REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the limited liability company is: G.A.S.A., L.C.

The name and address of the registered agent and office is:

ERIC GABRIEL
8301 N.E. 10th Avenue
Miami, Florida 33138

HAVING BEEN NAMED 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.

ERIC GABRIEL

DATE

6/30/98

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member and authorized representative of a member of G.A.S.A., 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 \$1,000.00.

3. If any, the agreed value of the property other than cash contributed by the members is \$ -0-.

4. The total amount of cash or property anticipated to be contributed by the members is \$1,000.00. This total includes amounts from 2 and 3 above.



ERIC GABRIEL

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