

L98000001857



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 961703 4311473

AUTHORIZATION :

COST LIMIT : \$ PRREPAID

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 SEP 15 AM 9:41

FILED

ORDER DATE : September 15, 1998

ORDER TIME : 12:34 PM

ORDER NO. : 961703-010

CUSTOMER NO: 4311473

200002639922--8
-09/15/98--01062--013
****622.50 ****285.00

CUSTOMER: Maritza Villar, Legal Asst
STEARNS WEAVER MILLER WEISSLER
ALHADEFF & SITTERSON, P.A.
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

200002639922--8
-09/15/98--01062--014
*****52.50 *****52.50

DOMESTIC FILING

NAME: SKYSCRAPER HOLDING L.L.C. Cm

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: Robert Maxwell

EXAMINER'S INITIALS: _____

DIVISION OF CORPORATION

98 SEP 15 PM 1:09

RECEIVED

-CF -285.00
CERT 52.50

**ARTICLES OF ORGANIZATION OF
SKYSCRAPER HOLDING L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes (1995) Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I
NAME**

The name of the Limited Liability Company is SKYSCRAPER HOLDING L.L.C. (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 7045 N.W. 46 Street, Miami, Florida 33166.

**ARTICLE III
DURATION**

The existence of this limited liability company shall begin on the date of the filing of these Articles of Organization. The Company's existence shall be perpetual.

**ARTICLE IV
REGISTERED OFFICE AND AGENT AND ADDRESS**

The name and street address of the registered agent of the Company in the State of Florida is:

<u>Name</u>	<u>Address</u>
Richard V. Gray, Esq.	2701 LeJeune Road Suite 405 Coral Gables, Florida 33134

**ARTICLE V
ADMISSION OF NEW MEMBERS**

The addition of a new member to the Company shall require the written consent of fifty-one (51%) percent voting interest of the members of the Company and upon such terms and conditions

as shall be determined by such vote. A member may transfer his, her, its interest in the company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless approved by a fifty-one (51%) percent vote at a duly constituted meeting of members.

ARTICLE VI TERMINATION

Within ninety (90) days of the occurrence of any event which would terminate the continued membership of a member of the Company, including but not limited to death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, the Company shall terminate unless (a) a majority of the voting interest of the remaining members shall have voted to continue the business or (b) upon the death of the sole member, the successor to the interest of the member shall have voted to continue the business, and further provided that the company shall at all times have no less than one member.

ARTICLE VII MANAGEMENT

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

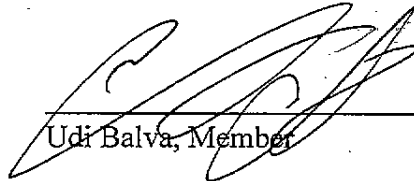
<u>Name</u>	<u>Address</u>
Udi Balva	7045 N.W. 46 Street Miami, Florida 33166
Rey Badal	7045 N.W. 46 Street Miami, Florida 33166


FILED
SEP 15 AM 9:41
CLERK OF COURT
MIAMI, FLORIDA

ARTICLE VIII AMENDMENTS

The Articles of Organization of this limited liability company may only be amended by the majority vote of the members. No member shall be obliged to contribute additional capital to the Company unless such obligation is approved and required by a majority vote of the members.

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization at Miami, Miami-Dade County, Florida for the foregoing uses and purposes this 8th day of September, 1998.

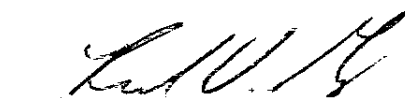

Udi Balva, Member


Rey Badal, Member

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03 SEP 15 AM 9:41
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

**ACCEPTANCE OF
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for SKYSCRAPER HOLDING L.L.C. 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.


Richard V. Gray, Registered Agent

AFFIDAVIT

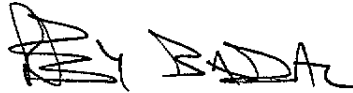
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

Rey Badal, being duly sworn, deposes and says:

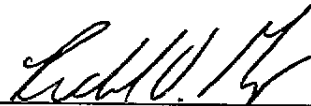
1. That he/she is the Managing Member of SKYSCRAPER HOLDING L.L.C., a Florida limited liability company (the "Company");
2. That the Company has at least one member;
3. That the members of the Company have contributed \$20,000.00 to the capital of the Company; and
4. That the members of the Company are not expected to contribute additional capital to the Company, and that no non-cash property has been or will be contributed to the Company.

And further affiant sayeth naught.



Rey Badal, Member

The foregoing instrument was acknowledged before me this 8th day of September, 1998, by Rey Badal who is personally known to me or who has produced a driver's license as identification and who did not take an oath.



Print or Stamp Name: RICHARD V. GRAY

Notary Public, State of Florida at Large

Commission No.:

My Commission Expires:



RICHARD V. GRAY
COMMISSION # CC 631098
EXPIRES MAY 12, 2001
BONDED THRU
ATLANTIC BONDING CO., INC.