

L98000002401

LAW OFFICES

ROBERT W. STEWART, P.A.

1110 BRICKELL AVENUE

PENTHOUSE ONE

MIAMI, FLORIDA 33131

TELEPHONE: (305) 358-7272
TELECOPIER: (305) 358-7755

ADMITTED:
FLORIDA AND DISTRICT OF
COLUMBIA

*1st cont. separated
on affidavit*
00789-00524-00671
October 14, 1998

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

VIA FEDERAL EXPRESS

RE: LACROZE L.L.C.

000002664750--3
-10/15/98-01072--009
***337.50 ***337.50

Dear Sir or Madam:
Enclosed for filing please find:

W98-23778

1. Original and one (1) copy of the Articles of Organization of the above referenced limited liability company.
2. A check in the amount of Three Hundred and Thirty Seven Dollars and 50/100 (\$337.50), payable to the Secretary of State, representing the following:

Filing Fee	\$ 250.00
Certified Copy Fee	52.50
Resident Agent Fee	<u>35.00</u>

TOTAL \$ 337.50

Once the original Articles have been filed, kindly forward the certified copy to this office in the self-addressed stamped envelope provided herewith for your convenience.

If I may be of any further assistance in regard to the aforementioned, please feel free to contact our office.

Name	<i>Robert W. Stewart</i>
Availability	<i>Not</i>
Document Examiner	<i>Not</i>
Updater	<i>Not</i>
Verifier	<i>Not</i>
Acknowledgement	<i>Not</i>
W. P. Verifier	<i>Not</i>

Sincerely,
Robert W. Stewart
Robert W. Stewart

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
18 OCT 26 PM 2:57



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

October 20, 1998

ROBERT W. STEWART
1110 BRICKELL AVENUE, PENTHOUSE ONE
MIAMI, FL 33131

SUBJECT: LACROZE L.L.C.
Ref. Number: W98000023778

We have received your document for LACROZE L.L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

List the contributions separately on the affidavit... 1) the company has at least one member 2) the amount of cash contributed is 3) the agreed value of property contributed and a description is 4) the total amount of cash and property anticipated to be contributed is,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

Letter Number: 498A00051748

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 26 PM 2:57

**ARTICLES OF ORGANIZATION
OF
LACROZE L.L.C.**

**ARTICLE I.
NAME**

The name of the limited liability company is LACROZE L.L.C.

**ARTICLE II.
DURATION**

The period of duration for the limited liability company shall be ninety-nine (99) years from the date of execution hereof.

**ARTICLE III.
ADDRESS**

The mailing address and the street address of the principal office of the limited liability company is 999 Brickell Avenue, Penthouse, Miami, Florida 33131.

**ARTICLE IV.
INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of the limited liability company is: Robert W. Stewart, P.A., 999 Brickell Avenue, Miami, Florida 33131.

**ARTICLE V.
ADMISSION OF ADDITIONAL MEMBERS**

No additional members may be admitted as members of the limited liability company unless each member consents in writing to the admission of the additional member.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 26 PM 2:57

ARTICLE VI.
MEMBERS' RIGHTS TO CONTINUE BUSINESS

The remaining members of the limited liability company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continues membership of a member in the limited liability company.

ARTICLE VII.
MANAGEMENT

The management of the limited liability company is reserved to the members. The names and addresses of the initial managing members are:

Espirito Santo Bank
999 Brickell Avenue
Miami, Florida 33131

Bankest Capital Corp.
999 Brickell Avenue, Penthouse
Miami, Florida 33131

ARTICLE VIII.
REGULATIONS

The business and affairs of the limited liability company shall be governed by regulations which shall be adopted by the members. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the members of the company. The manager or managers of the limited liability company may not adopt regulations to be effective only in an emergency.

AFFIDAVIT

Under penalties of perjury, the undersigned hereby declare:

1. They are members of the limited liability company.
2. The limited liability company has at least one member.
3. The amount of the cash contributed by the members is Ten Thousand Dollars and 00/100 (\$10,000.00).
4. The agreed value of property other than cash contributed by the members is none.
5. The total amount of cash or property anticipated to be contributed by the members is Ten Thousand Dollars and 00/100 (\$10,000.00). This total includes amounts from 3 and 4 above.

In witness whereof these Articles and Affidavit have been executed the 23rd day of October, 1998.

ESPIRITO SANTO BANK
BY: *Victor C. Balestra*
VICTOR C. BALESTRA, President

BANKEST CAPITAL CORP.
BY: *Hector Orlandy*
HECTOR ORLANDSKY, Vice-President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 26 PM 2:57

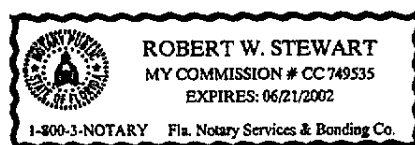
STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 23rd day of October, 1998, by Victor C. Balestra, as President of Espirito Santo Bank, a Florida banking corporation, on behalf of the corporation, who is personally known to me and who did take an oath.

Robert W. Stewart
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:

3

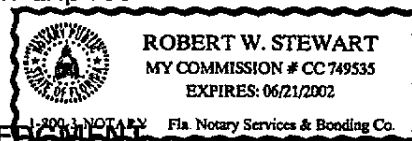


STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 23rd day of October, 1998, by Hector Orlansky, as Vice-President of Bankest Capital Corp., a Florida corporation, on behalf of the corporation, who is personally known to me and who did take an oath.

René W. [Signature]
NOTARY PUBLIC, State of Florida at Large

My Commission Expires:



REGISTERED AGENT ACKNOWLEDGMENT

The undersigned, hereby accepts appointment as registered agent for the above limited liability company and affirms that it is familiar with and accepts the obligations of that position.

ROBERT W. STEWART, P.A.

BY: Robert W. Stewart
ROBERT W. STEWART, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT 26 PM 2:57