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LAZARUS CORPORATE FILING SERVICE, INC.

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LOCAL REPRESENTATIVE TALLAHASSEE

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DIVISION OF CORPORATIONS

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BAY EVE L.C. (Corporation Name) _____ (Document #) _____
2. _____ (Corporation Name) _____ (Document #) _____
3. _____ (Corporation Name) _____ (Document #) _____
4. _____ (Corporation Name) _____ (Document #) _____

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

Name	<u>MCH</u>
Availability	<u>MCH</u>
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Acknowledgement	<u>MCH</u>
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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials _____

**ARTICLES
OF ORGANIZATION
OF BAY EVE L.C.**

ARTICLE I
Name

The name of the limited liability company ("Company") is BAY EVE L.C.

ARTICLE II
Address

The mailing and street address of the Company's principal office is 200 South Biscayne Boulevard, Suite 4815, Miami, Florida 33131.

ARTICLE III
Duration

The period of duration for the Company is perpetual, beginning on the date these Articles of Organization are filed by the Florida Department of State.

ARTICLE IV
Registered Agent and Office

The name of Company's initial registered agent in Florida is Piero Salussolia. The address of Company's registered office in Florida is Piero Salussolia, 200 South Biscayne Boulevard, Suite 4815, Miami, Florida 33131.

ARTICLE V
Management

The Company is to be managed by two managers. The initial managers will serve until the first annual meeting of the members. The initial managers are identified as follows:

Piero Salussolia, whose address is 200 South Biscayne Boulevard, Suite 4815, Miami, Florida 33131; and

Nancy Grygiel, whose address is 200 South Biscayne Boulevard, Suite 4815, Miami, Florida 33131.

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ARTICLE VI
Admission of New Members

Members of the Company have the right to admit new members, provided that additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time new members are admitted.

ARTICLE VII
Continuation of Business

The remaining members of the Company 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 continued membership of a member in the Company. The business may be continued only on the unanimous written consent of the remaining members.

IN WITNESS WHEREOF, I have executed these Articles of Organization on this 30th day of October, 1998 at 200 South Biscayne Boulevard, Suite 4815, Miami, Fl 33131.

Piero Salussolia Real Estate, Inc.
(Member)

By: 
Piero Salussolia, President

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Florida Statute Section 608.415 or 608.507, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is BAY EVE L.C.

2. The name and address of the registered agent and office is: Piero Salussolia, 200 South Biscayne Blvd., Suite 4815, Miami, Florida 33131.

Having been named as registered agent and to accept service of process for the above-named 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.

Dated: October 30, 1998



Piero Salussolia

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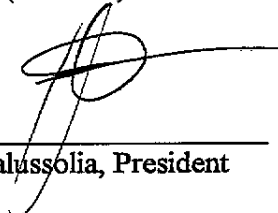
AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of BAY EVE 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 \$650,000.00.
3. The agreed value of property other than cash contributed by members is \$0.00.
4. The total amount of cash or property anticipated to be contributed by members is \$650,000.00. This total includes amounts from 2 and 3 above.

In accordance with Section 608.408 (3), Florida Statutes, this execution of this Affidavit constitutes an affirmation under penalties or perjury that the facts stated here are true.

Piero Salussolia Real Estate, Inc.
(Member)

By: 
Piero Salussolia, President

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