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FROM: WESLEY M. ROBINSON, PROFESSIONAL ASSOCIATION ACCT#:
075512003036

CONTACT: ALICIA M ROBINSON
PHONE: (305)377-3352

FAX #: (305)377-1422

NAME: WIP INVESTMENTS, L.L.C.

AUDIT NUMBER.....H98000022023

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0 PAGES..... 4

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(850)922-3709 11/24/98 14:43 Florida Department of State

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 24, 1998

WESLEY M. ROBINSON, ESQ.
501 BRICKELL KEY DRIVE, SUITE 504
MIAMI, FL 33131

SUBJECT: WIP INVESTMENTS, L.L.C.
REF: W98000026486

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We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H98000022023
Letter Number: 798A00056307

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**ARTICLES OF ORGANIZATION
OF
WIP INVESTMENTS, L.L.C.**

ARTICLE I- NAME

The name of this Limited Liability Company ("Company") shall be:

WIP INVESTMENTS, L.L.C.

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is
9231 S.W. 52nd Terrace, Miami, Florida 33165.

ARTICLE III - DURATION

The period of duration for the Company shall be perpetual unless dissolved according to law or pursuant to the Regulations of the Company.

ARTICLE IV - REGISTERED AGENT

The name and street address of the initial registered agent of the Company are:

Wesley M. Robinson, Esq.
501 Brickell Key Drive, Suite 504
Miami, Florida 33131

ARTICLE V - MANAGEMENT

The Company is to be managed by the members and the names and addresses of the managing members are:

Name:

Address:

Eduardo Balcazar

15539 Miami Lakeway North, Unit 105, Miami
Lakes, Florida 33014

Jorge Balcazar

328 S.W. 188th Terrace, Pembroke Pines, Fla. 33029

Dolores M. Calderon

12503 King Walnut, San Antonio, Texas 78230

Hector Calderon

7160 S.W. 133rd Street, Miami, Florida 33156

Stephen M. Calderon

6100 Montgomery Drive, Miami, Florida 33156

Alain Carles

1410 S.W. 159th Ave., Pembroke Pines, Fla. 33027

Jose & Annelies Dacosta Gomez

7570 N.W. 14th Street, Miami, Florida 33126

Wesley M. Robinson, Esq.

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Fla. Bar No. 339921

501 Brickell Key Drive, Suite 504

Miami, Florida 33131

(305) 377-3352

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DIVISION OF CORPORATIONS

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Alberto De Rojas
Eduardo Garcia
Israel Martinez
Anthony J. Perna
Wesley M. Robinson
Carlos Perez Saleh
Siverax Investments, Inc.
Skyridge Enterprises, Inc.
Jaime Taglia

1541 Garcia Avenue, Coral Gables, Florida 33146
9231 S.W. 52nd Terrace, Miami, Florida 33165
6100 Montgomery Drive, Miami, Florida 33156
12131 S.W. 113th Avenue, Miami, Florida 33176
501 Brickell Key Dr., Ste. 504, Miami, Fla. 33131
1460 N.W. 107th Ave., Suite R., Miami, Fla. 33172
15624 S.W. 78th Place, Miami, Florida 33157
7850 N.W. 64th Street, Miami, Florida 33166
7850 N.W. 64th Street, Miami, Florida 33166

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

The members by majority vote may admit additional members to the Company.

ARTICLE VII - CONTINUATION OF BUSINESS

The remaining members by unanimous vote may continue the Company and its business in the event of 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.

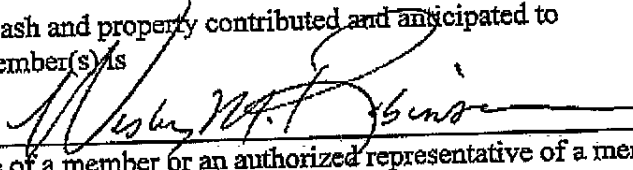
ARTICLE VIII - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of WIP Investments, L.L.C., certifies:

the above named limited liability company has at least one member;
the total amount of cash contributed by the member(s) is \$450,000.00

if any, the agreed value of property other than cash
contributed by member(s) is \$---0---

the total amount of cash and property contributed and anticipated to
be contributed by member(s) is \$750,000.00


Signature of a member or an authorized representative of a member.

Wesley M. Robinson, Esq.
Fla. Bar No. 339921
501 Brickell Key Drive, Suite 504
Miami, Florida 33131
(305) 377-3352

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(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Wesley M. Robinson
Typed or printed name of signee

Wesley M. Robinson, Esq.
Fla. Bar No. 339921
501 Brickell Key Drive, Suite 504
Miami, Florida 33131
(305) 377-3352

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

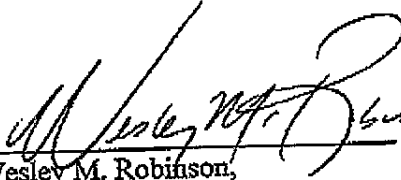
PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY
SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED
OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: WIP INVESTMENTS, L.L.C.
2. The name and the Florida street address of the registered agent and office are:

Wesley M. Robinson, Esq.
501 Brickell Key Drive, Suite 504
Miami, Florida 33131

Having been named as registered agent and 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.

Dated: November 24, 1998


Wesley M. Robinson,
Registered Agent

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

Wesley M. Robinson, Esq.
Fla. Bar No. 339921
501 Brickell Key Drive, Suite 504
Miami, Florida 33131
(305) 377-3352

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