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 Division of Corporations
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LIMITED LIABILITY COMPANY

NORTH BAY VILLAGE F.A.A., L.L.C.

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Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
NORTH BAY VILLAGE F.A.A., L.L.C.**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I

The name of the Limited Liability Company is:

North Bay Village F.A.A., L.L.C.

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company shall initially be located at 1345 N.E. 79th St., North Bay Village, Florida 33141 or at any other place upon which the members agree.

ARTICLE III

The period of duration for the Limited Liability Company shall be:

Perpetual

ARTICLE IV

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members and their respective Percentage of interest of each initial member are:

**MARIO ARMENTI
15120 S.W. 145 Street
Miami, Florida 33196
FIFTY ONE (51%) PER CENT**

**ADRIAN ARMENTI
15120 S.W. 145 Street
Miami, Florida 33196
FORTY NINE (49%) PER CENT**

**JORGE E. BLANCO, ESQ.
1401 Ponce de Leon Blvd. Ste. 202
Coral Gables, Florida 33134
Telephone No.: (305) 444-0044
Florida Bar No.: 197807**

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ARTICLE V

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: By unanimous written consent of the existing members.

ARTICLE VI

The right, if given, of the remaining members of the Limited Liability Company 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 Limited Liability Company shall be as provided for in the written Regulations of the Company.

ARTICLE VII

The undersigned member or authorized representative of a member of North Bay Village F.A.A., L.L.C., certifies:

- 1) The above named Limited Liability Company has at least one member;
- 2) The total amount of cash contributed by the member(s) is \$ 600,000.00
- 3) If any, the agreed value of property other than cash contributed by member(s) is (A description of the property attached and made a part hereto); and \$ _____
- 4) The total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 600,000.00

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ARTICLE VIII

Regulations: Any Regulations as defined in Section 608.402(13) of the Act, relating to this Limited Liability Company must be in writing and signed by all the Members.

ARTICLE IX

Purpose: The Company is organized to engage in any business permitted under the Act.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 7 day of April, 1999.

In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit

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constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

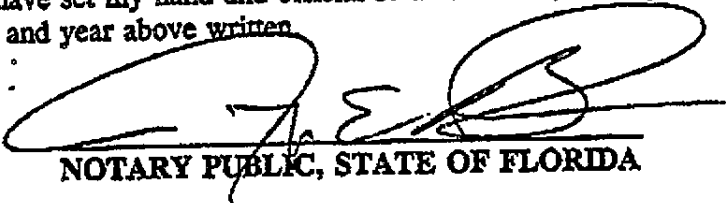

MARIO ARMENTI

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I HEREBY CERTIFY, that on the 7th day of April, 1999, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgements, MARIO ARMENTI to me well known and known to me to be the person who executed the foregoing Articles of Organization, and acknowledged that he signed and executed the same for the uses and purposes herein stated.

IN WITNESS WHEREOF, I have set my hand and official seal at Miami, County of Miami-Dade, State of Florida, the day and year above written.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

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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.

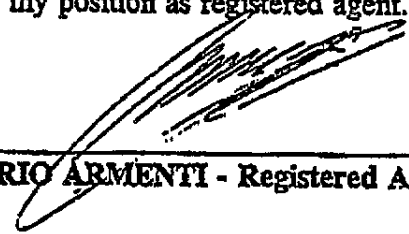
1. The name of the Limited Liability Company is:

NORTH BAY VILLAGE F.A.A., L.L.C.

2. The name and the Florida street address of the registered agent and registered office are:

**MARIO ARMENTI
1345 N.E. 79th St.
North Bay Village, Florida 33141**

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.



MARIO ARMENTI - Registered Agent

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