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**CORPORATE
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LLC

1.) South Beach Project LLC.
(CORPORATE NAME & DOCUMENT #)

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2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
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4.) _____
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5.) _____
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6 pages

**Articles of Organization
of
SOUTH BEACH PROJECT, L.L.C.**

The undersigned member hereby forms a limited liability company under the laws of the State of Florida:

ARTICLE I. COMPANY NAME

The name of this Company is:

South Beach Project, L.L.C.

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ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

The term of existence of the Company shall be for a period of fifty (50) years from the filing date of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The mailing address of this Company is:

5430 Alton Road
Miami Beach, Florida 33140

ARTICLE IV. STREET ADDRESS OF COMPANY

The street address of the principal office of the Company is:

5430 Alton Road
Miami Beach, Florida 33140

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

KTG&S Registered Agent Corporation
100 S.E. 2nd Street
28th Floor
Miami, Florida 33131

ARTICLE VI. MEMBERS

The members shall be entitled to admit additional members upon the unanimous consent of all then current members. Any new member shall become a member upon payment of their contribution to the capital of the Company, and upon such member's agreement to comply with Articles of Organization, Regulations and Operating Agreement of the Company then in existence.

ARTICLE VII. DISSOLUTION OF COMPANY

The Company shall be dissolved upon the consent of all of the members to dissolve the Company.

ARTICLE VIII. MANAGERS

The Company shall be managed by managers. The name and address of the initial manager is set forth below. The initial manager shall serve as the manager until the first annual meeting of members or until his successor is elected and qualified.

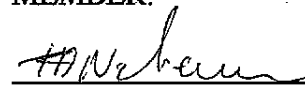
Francois D. Nehama
5430 Alton Road
Miami Beach, Florida 33140

ARTICLE IX. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations and Operating Agreement then in existence.

IN WITNESS WHEREOF, the undersigned member has executed the foregoing Articles of Organization as of the 31 day of March, 1999.

MEMBER:



Francois D. Nehama

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**CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Statutes:

Having been appointed registered agent of SOUTH BEACH PROJECT, L.L.C., in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

KTG&S REGISTERED AGENT
CORPORATION

By: Michael Kosnitzky
Michael Kosnitzky, President

Dated: April 4 1999

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AFFIDAVIT OF CAPITAL CONTRIBUTIONS

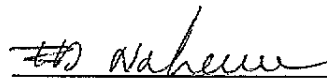
Pursuant to F.S. 608.408(3), the undersigned member of SOUTH BEACH PROJECT, L.L.C., a Florida limited liability company, herein referred to as the "Company", who, upon being duly sworn, certifies the following:

1. The Company has at least one member.
2. The total amount of cash contributed by the members is \$100.00.
3. If any, the agreed value of property other than cash contributed by the members is \$.00.
4. The total amount of cash or property anticipated to be contributed by the members is \$100.00. This total includes amounts from 2 and 3 above.

FURTHER AFFLIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

Dated: March 31, 1999


Francois D. Nehama, Member

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