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Florida Department of State
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To: Division of Corporations
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

GEPH, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$337.50

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ARTICLES OF ORGANIZATION
FOR
GEPH, L.L.C.

ARTICLE I - NAME

The name of this limited liability company shall be GEPH, L.L.C.

ARTICLE II - DURATION

The limited liability company shall have perpetual existence.

ARTICLE III - PURPOSE AND POWERS

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

ARTICLE IV - PRINCIPAL OFFICE

The principal place of business and mailing address of this limited liability company within the State of Florida shall be 1428 Brickell Avenue, Suite 400, Miami, Florida 33131.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent for this limited liability company and the street address of the initial registered agent is:

PAUL M. CUMMINGS
c/o WEINER, CUMMINGS & VITTORIA
1428 Brickell Avenue
Suite 400
Miami, FL 33131

Prepared by:
Paul M. Cummings
1428 Brickell Ave
Miami, FL 33131
(305) 371-7800 FBN-161271

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ARTICLE VI - ADDITIONAL MEMBERS

This limited liability company may admit additional members subject to approval by unanimous vote of the existing member.

ARTICLE VII - INITIAL MANAGER

This limited liability company shall be managed by one or more managers. This limited liability company shall initially have one manager. The number of managers of this company may be changed in accordance with the regulations of the company. The name and address of the initial manager is as follows:

PAUL M. CUMMINGS
c/o WEINER, CUMMINGS & VITTORIA
1428 Brickell Avenue
Suite 400
Miami, FL 33131

The initial manager shall serve until the first annual meeting of members or until successor is elected and qualified or until his death or registration.

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ARTICLE VIII - REGULATIONS

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.

ARTICLE IX - MEMBERS' RIGHT TO CONTINUE BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least two members remain.

ARTICLE X - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provisions contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization
this 13 day of May, 1999.



PAUL M. CUMMINGS
Authorized Representative of the Members

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

The name of the limited liability company is **GEPH, L.L.C.**

The name and address of the registered agent and office is:

**PAUL M. CUMMINGS
WEINER, CUMMINGS & VITTORIA
1428 Brickell Avenue
Suite 400
Miami, FL 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 positions as registered agent.

Date:

May 7, 1999

Paul Cummings
PAUL M. CUMMINGS

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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

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The undersigned member of GEPH, L.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 \$212,500.
3. The agreed value of property other than cash contributed by members is \$ zero.
 A description of the property is attached and made a part of this Affidavit.
4. The total amount of cash or property anticipated to be contributed by members is \$212,500. This total includes amounts from Paragraphs 2 and 3 above.

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

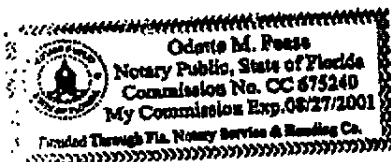
Dated: May 7, 1999

Paul M. Cummings
 PAUL M. CUMMINGS

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

The foregoing instrument was acknowledged before me this 7th day of May, 1999, by PAUL M. CUMMINGS, who is personally known to me, or has produced (type of Id.) as identification.

Odette M. Pease (SEAL)
 Notary Public, State of Florida



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