

Division of Corporations

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LIMITED LIABILITY COMPANY

GTV Limited Liability Company

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

June 1, 1999

BLAXBERG & GRAYSON, P.A.

SUBJECT: GTV LIMITED LIABILITY COMPANY
REF: W99000012718

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Please re-do

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 15.16(3), Florida Statutes, requires each document to contain in the lower left-hand corner of the first page the name, address, and telephone number of the preparer of the original and, if prepared by an attorney licensed in this state, the preparer's Florida Bar membership number.

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is: GTV Limited Liability Company

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

201 Alhambra Circle, Suite 711
Coral Gables, 33134

ARTICLE III - Duration:

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

until June 15, 2009.

ARTICLE IV - Management:

(Check the appropriate box and complete the statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Antonio J. Garcia
1425 N.W. 82nd Avenue
Miami, Florida 33126
and
Stanley G. Tate
1175 N.E. 125th Street, #102
Miami, Florida 33161

ARTICLE V - Admission of Additional Members:

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be:

upon the unanimous vote of all members.

This instrument prepared by:
Moises T. Grayson, Esq.
Blaxberg & Grayson, P.A.
25 S.E. 2nd Avenue, Suite 730
Miami, Florida 33131
Tel: 305-381-7979
FBN: 369519

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ARTICLE VI - Members Rights to Continue Business:

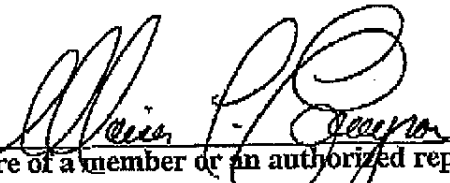
The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be:

none.

ARTICLE VII - Affidavit of Membership and Contributions

The undersigned member or authorized representative of a member of STV Limited Liability Company 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 \$ 800,000 ;
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 0 ;
(A description of the property is 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 \$ 800,000 .


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

(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.)

Moises T. Grayson, Esq., attorney for Stanley G. Tate,
Member
Typed or printed name of signer

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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: GTV Limited Liability Company

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

I. Barry Blaxberg

NAME

Blaxberg & Grayson, P.A., 25 SE 2nd Ave., Ste. 730

Florida street address (P. O. Box NOT ACCEPTABLE)

Miami

FL

33131

CITY, STATE AND ZIP

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.



SIGNATURE

Filing Fee: \$ 35 for Designation of Registered Agent