

L99000003535



ACCOUNT NO. : 072100000032

REFERENCE : 277095 5030952

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 285.000

ORDER DATE : June 16, 1999

ORDER TIME : 3:28 PM

ORDER NO. : 277095-005

CUSTOMER NO: 5030952

600002907006--1

CUSTOMER: Ms. Penny Arbulu
PHILLIPS EISINGER & KOSS,
PHILLIPS EISINGER & KOSS,
Suite 265 South
4000 Hollywood Boulevard
Hollywood, FL 33021

DOMESTIC FILING

NAME: GRAND JOURNEYS INTERNATIONAL
L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

Name	6/16/99
Availability	XX <i>DCC</i>
Document	CERTIFIED COPY
Examiner	PLAIN STAMPED COPY
	CERTIFICATE OF GOOD STANDING
CONTACT PERSON:	Angie Glisar
Updater	DCC
Verifier	DCC
Adm. Ledgerment	DCC
V.P. Verifier	DCC

EXAMINER'S INITIALS:

RECEIVED
FILED
99 JUN 16 PM 3:58
JUN 16 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L99000003535

6 pages

ARTICLES OF ORGANIZATION
FOR
GRAND JOURNEYS INTERNATIONAL, L.L.C.

I.

NAME

The name of the limited liability company (the "Company") is

GRAND JOURNEYS INTERNATIONAL, L.L.C.

II.

DURATION

The period of duration of the Company is perpetual unless terminated pursuant to its Regulations.

III.

BUSINESS ADDRESS

The mailing address and principal place of business of the Company is 252 S.W. 20th Road, Miami, Florida 33129.

IV.

REGISTERED AGENT

The name and mailing address of the initial registered agent of the Company in the State of Florida is Andrew I. Lewis, 4000 Hollywood Boulevard, Suite 265-South, Hollywood, Florida 33021.

FILED
99 JUN 16 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

V.

ADDITIONAL MEMBERS

The Company shall initially have four (4) Members. No additional Members shall be added except by consent of a majority of Members, unless otherwise provided in the Regulations of the Company.

VI.

CONTINUITY OF BUSINESS

The right, if given, of the remaining Members of the 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 Company shall be as set forth in the Regulations of the Company.

VII.

MANAGEMENT

Subject to the right of the Members to elect a Manager or Managers, as set forth in the Regulations of the Company, the day-to-day management of the Company is to be managed by a Manager, whose name and mailing address is:

HENRY MATEO DE ACOSTA

252 S.W. 20th Road
Miami, Florida 33129

VIII.

SUBSCRIBER

The name and mailing address of the person executing these Articles of Organization as a Member is MARIA ELENA HERNANDEZ, 252 S.W. 20th Road, Miami, Florida 33129.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 4th day of June, 1999.

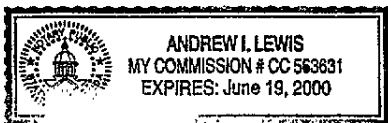
Maria E. Hernandez
MARIA ELENA HERNANDEZ

FILED
99 JUN 16 PM 4:00
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA)
 :SS
COUNTY OF BROWARD)

BEFORE ME, a Notary Public authorized in the County and State set forth above, personally appeared MARIA ELENA HERNANDEZ, personally known to me, or who has produced Florida Driver's License as identification, to be the person who, as a Member, executed the foregoing Articles of Organization of GRAND JOURNEYS INTERNATIONAL, L.L.C., and she acknowledged before me that she executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State last aforesaid, this 14th day of June, 1999.



Andrew I. Lewis
NOTARY PUBLIC - State of Florida

ANDREW I. LEWIS
Name of Notary - Please Print

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED COMPANY, AT THE PLACE DESIGNATED IN ARTICLE IV OF THESE ARTICLES OF ORGANIZATION, THE UNDERSIGNED HEREBY ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND ACCEPTS, THE OBLIGATIONS OF THAT POSITION, AND FURTHER AGREES TO ACT IN THIS CAPACITY, AND TO COMPLY WITH THE COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 14th DAY OF JUNE, 1999.



ANDREW I. LEWIS

FILED
99 JUN 16 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF LIMITED LIABILITY COMPANY

The undersigned, on behalf of all the Members of GRAND JOURNEYS INTERNATIONAL, L.L.C., a Florida limited liability company (the "Company"), certifies as follows:

1. The Company has at least one (1) Member.
2. The amount of cash contributed by the Members to date is:

\$44,000.00
3. The property other than cash contributed by the Members is \$0.00.
4. The total additional amount anticipated to be contributed by the Members is unknown, however, at the time when any additional contributions are made, a supplemental affidavit will be filed with the Department of State of the State of Florida, Division of Corporations, amending this Affidavit to reflect the additional contributions by the members.

This 4th day of June, 1999.

FURTHER AFFIANT SAYETH NAUGHT.

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.



MARIA ELENA HERNANDEZ, Member

FILED
JUN 16 PM 4:00
DEPT. OF STATE
TALLAHASSEE, FLORIDA