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LIMITED LIABILITY COMPANY

CORNERSTONE MONTEREY POINTE, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
CORNERSTONE MONTEREY POINTE, L.L.C.**

The undersigned organizer and initial members do hereby execute these Articles of Organization of CORNERSTONE MONTEREY POINTE, L.L.C., a limited liability company, organized under and pursuant to the provisions of Chapter 608, Florida Statutes, 1997, as amended.

ARTICLE I - NAME

The name of the limited liability company is CORNERSTONE MONTEREY POINTE, L.L.C.

ARTICLE II - EXISTENCE

This duration of this limited liability company is perpetual, unless terminated in accordance with law.

ARTICLE III - PURPOSE OF ORGANIZATION

The company is organized for express purpose of transacting any of all lawful business.

ARTICLE IV - PRINCIPAL PLACE OF BUSINESS,

MAILING ADDRESS AND REGISTERED AGENT

A. Principal Place of Business and Mailing address. The company's principal place of business and mailing address is 2121 Ponce de Leon Boulevard, Penthouse Two, Coral Gables, Florida 33134.

Prepared by and Return to:
Leon J. Wolfe, FBN 327247
BERMAN WOLFE & RENNERT, P.A.,
100 S.E. Second Street, Suite 3500
Miami, Florida 33131-2130
Ph: (305) 577-4178

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B. Registered Agent. The name and address of the Registered Agent of the company is:

Leon J. Wolfe, Esq.
c/o Berman Wolfe & Rennert, P.A.
3500 NationsBank Tower
100 S.E. Second Street
Miami, Florida 33131

ARTICLE V - TOTAL CONTRIBUTIONS BY MEMBER

A. Initial Contributions of Cash and/or Property by Members. Immediately following the filing of these Articles of Organization, the members shall contribute to the company cash in the amount of One Thousand Dollars (\$1,000.00).

B. No additional contributions required. Unless otherwise specified herein, the members shall not be required at any time to make any additional contributions of cash or property to the company.

ARTICLE VI - ADMISSION OF NEW MEMBERS

New members may be admitted pursuant to a vote of not less than seventy five percent (75%) of the total existing ownership interest in the company, which percentage shall be determined and measured by the percentage of ownership interest each member has in the company, as opposed to a simple majority of the members.

ARTICLE VII - INTERESTS OF MEMBERS

All interest of members in the company shall be considered personal property and not real property. Any interest of a member in the company shall be transferred only as

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provided in regulations to be adopted by the unanimous written agreement of all members, which agreement shall be kept and maintained with these Articles of Organization as part of the official records of the company.

ARTICLE VIII - CONTINUATION AFTER INVOLUNTARY TERMINATION

In the event of termination of the company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or any other event which involuntarily terminates the company, *i.e.*, without the consent of a majority of the ownership interests in the company, then and in that event the remaining and/or surviving members shall be fully entitled to continue the business of the company provided that not less than a majority of the ownership interest then remaining shall have agreed to do so in writing.

ARTICLE IX - MANAGEMENT OF THE COMPANY

The company shall be managed by two managers. The names and addresses of the managers are Stuart I. Meyers and Jorge Lopez, both at 2121 Ponce de Leon Boulevard, Penthouse Two, Coral Gables, Florida 33134. Stuart I. Meyers and Jorge Lopez are herewith designated as the Managers of the company until the first annual meeting of members or until its successor is elected and qualified.

IN WITNESS WHEREOF, the undersigned have hereunto affixed their hand and seal as members and organizers of this limited liability company as of the 12th day of July, 1999.

By: 
Stuart I. Meyers, Manager

By: 
Jorge Lopez, Manager

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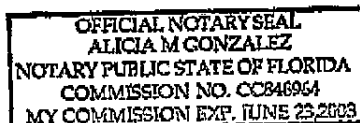
STATE OF FLORIDA)
)SS
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Stuart I. Meyers, as a member of, CORNERSTONE MONTEREY POINTE, L.L.C., a Florida limited liability company in formation, who is known to me or who produced N/A as identification, and acknowledged that he executed the foregoing Articles of Organization for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Coral Gables, Miami-Dade, Florida as of the 12th day of July, 1999.


Notary Public, State of Florida

My Commission Expires:



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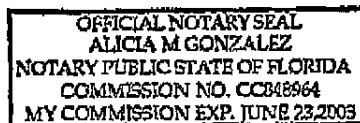
STATE OF FLORIDA)
)SS
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Jorge Lopez, as a member of, CORNERSTONE MONTEREY POINTE, L.L.C., a Florida limited liability company in formation, who is known to me or who produced N/A as identification, and acknowledged that he executed the foregoing Articles of Organization for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Coral Gables, Miami-Dade, Florida as of the 12th day of July, 1999.


Notary Public, State of Florida

My Commission Expires:

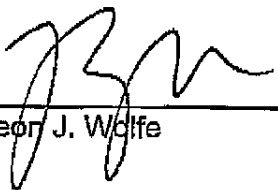


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ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above named limited liability company, at the place designated in the Articles of Organization, I hereby agree to act in this capacity, and we further agree to comply with the provisions of all statutes relative to the proper and complete performance of our duties.



Leon J. Wolfe

DATED: July 12th, 1999.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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

The undersigned, Stuart I. Meyers, as a member of CORNERSTONE MONTEREY POINTE, L.L.C., deposes and says:

1. CORNERSTONE MONTEREY POINTE, L.L.C. has two members, Stuart I. Meyers and Jorge Lopez.
2. The total amount of cash contributed by the members is One Thousand (\$1,000.00) Dollars.
3. No property other than cash has been contributed by each member.
4. The total amount of cash or property anticipated to be contributed by the members is \$0.00.


Stuart I. Meyers

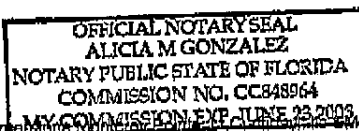
STATE OF FLORIDA)
)SS
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Stuart I. Meyers, as a member of CORNERSTONE MONTEREY POINTE, L.L.C., company in formation, who is known to me or who produced N/A as identification, and acknowledged that he executed the foregoing Articles of Organization for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Coral Gables, Miami-Dade County, Florida as of the 12th day of July, 1999.


Notary Public, State of Florida

My Commission Expires:



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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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

The undersigned, Jorge Lopez, as a member of CORNERSTONE MONTEREY POINTE, L.L.C., deposes and says:

1. CORNERSTONE MONTEREY POINTE, L.L.C. has two members, Jorge Lopez and Jorge Lopez.
2. The total amount of cash contributed by the members is One Thousand (\$1,000.00) Dollars.
3. No property other than cash has been contributed by each member.
4. The total amount of cash or property anticipated to be contributed by the members is \$0.00.




Jorge Lopez

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

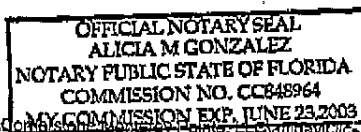
I HEREBY CERTIFY before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Jorge Lopez, as a member of CORNERSTONE MONTEREY POINTE, L.L.C., company in formation, who is known to me or who produced N/A as identification, and acknowledged that he executed the foregoing Articles of Organization for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Coral Gables, Miami-Dade County, Florida as of the 12th day of July, 1999.



Notary Public, State of Florida

My Commission Expires:



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