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LIMITED LIABILITY COMPANY

Casa Mia G.P., L.L.C.

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**ARTICLES OF ORGANIZATION
OF
CASA MIA G.P., L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes and files the following Articles of Organization.

**ARTICLE I
NAME**

The name of the limited liability company is Casa Mia G.P., L.L.C. (the "Company").

**ARTICLE II
DURATION**

The period of the Company's duration shall commence on the date that these Articles of Organization are filed with the Florida Department of State and shall be perpetual, unless the Company is dissolved as provided for by law, by these Articles of Organization or in the regulations of the Company.

**ARTICLE III
MAILING AND STREET ADDRESSES**

The mailing address and the street address of the principal office of the Company is 445 East Rivo Alto Drive, Miami Beach, Florida 33139.

**ARTICLE IV
PURPOSES AND POWERS**

The purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers which a limited liability company may have under the laws of the State of Florida.

Prepared by:
Ehtan W. Johnson, Esq.
Morgan, Lewis & Bockius LLP
200 S. Biscayne Blvd., Suite 5300
Miami, Florida 33131
(305) 579-0300

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ARTICLE V
NAME AND ADDRESS OF
INITIAL REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida are:

John S. Fletcher
Morgan, Lewis & Bockius LLP
5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, FL 33131-2339

A statement of the initial registered agent accepting his appointment is attached to these Articles of Organization.

ARTICLE VI
ADMISSION OF NEW MEMBERS

Members of the Company shall have the right to admit additional members to the Company only with the written consent of a majority in interest of the members of the Company and upon such terms and conditions as shall be determined by such members.

ARTICLE VII
TERMINATION OF EXISTENCE

The death, retirement, resignation, expulsion, termination of employment by the Company, conviction of a crime, bankruptcy or dissolution of a Member shall not dissolve the Company unless a majority in interest of the remaining Members consents to dissolve the Company.

ARTICLE VIII
MANAGEMENT

The Company shall be managed by managers in accordance with the regulations of the Company. Initially, there shall be one manager of the Company. Thereafter, the number of managers shall be determined as provided in the regulations of the Company. The managers shall be elected by the members as prescribed and provided in the regulations of the Company and by Florida law. The managers shall hold the offices and have the responsibilities set forth in the regulations of the Company. The regulations of the Company may also contain any other provisions for the regulation and management of the affairs of the Company not inconsistent with law or with these Articles of Organization. The names and addresses of the initial managers who are to serve

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as managers until the first annual meeting of members or until their respective successor is elected and qualified are as follows:

<u>Name</u>	<u>Address</u>
Michele Grendene	445 East Rivo Alto Drive Miami Beach, Florida 33139.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 22 day of July, 1999.

By: 

Michele Grendene

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AFFIDAVIT

STATE OF FLORIDA)
) ss.
 COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared
Michele Grendene, who after being by me first duly sworn, declares, deposes and says of
 his personal knowledge that:

1. He has this day executed the the Articles of Organization of Casa Mia G.P., L.L.C., a
 Florida limited liability company (the "Company").
2. The Company has at least two members.
3. The amount of cash contributed by the members of the Company as of the date of this
 Affidavit is \$ 1.00.
4. The amount of the agreed value of property other than cash contributed by the members
 of the Company as of the date of this Affidavit is \$ 1.00.
5. The amount anticipated to be contributed by the members of the Company is
 \$ 1.00 in cash or property.

FURTHER AFFIANT SAYETH NAUGHT.

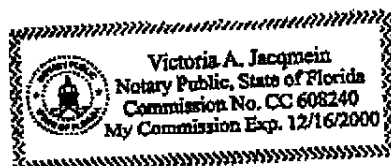
Signed and delivered this 22 day of July, 1999.

X
 Name

SWORN to and subscribed before me this 22 day of July, 1999, by
Michele Grendene, who is personally known to me or who has produced a Florida drivers
 license No. 6633-540-63-121-0 as identification.

NOTARY PUBLIC

Victoria A. Jacomein
 Print Name: VICTORIA A JACOMEIN
 State of Florida at Large
 My Commission expires: 12/16/2000



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STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of Casa Mia G.P., L.L.C. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: July 23, 1999.

Registered Agent


John S. Fletcher

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