



THE UNITED STATES  
CORPORATION  
COMPANY

L9900000 4937

ACCOUNT NO. : 072100000032

REFERENCE : 336069 4303929

AUTHORIZATION :

Patricia Pizzuti

COST LIMIT : \$ 285.00

ORDER DATE : August 10, 1999

ORDER TIME : 10:24 AM

ORDER NO. : 336069-005

CUSTOMER NO: 4303929

200002955792--1

CUSTOMER: Ms. Jacky Portal  
GREENBERG TRAUIG  
GREENBERG TRAUIG  
1221 Brickell Avenue  
21st Floor  
Miami, FL 33131

DOMESTIC FILING

NAME: LGV INVESTMENTS, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS:

Sc 8-10-99

FILED  
99 AUG 10 PM 3:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
99 AUG 10 AM 11:28  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
LGV INVESTMENTS, L.L.C.**

**ARTICLE I - Name**

The name of the Limited Liability Company is LGV Investments, LLC (the "Company").

**ARTICLE II - Address**

The mailing address and street address of the principal office of the Company is: 1340 Coruna Avenue, Coral Gables, FL 33156.

**ARTICLE III - Duration**

The Company shall exist for a period of no less than thirty (30) years, and no more than fifty (50) years from the date of filing these Articles of Organization, unless sooner dissolved in accordance with Florida law.

**ARTICLE IV - Management**

The daily, usual course of business of the Company will be managed by its managing member (the "Manager"). The Manager shall be elected annually by the members in the manner prescribed by and provided for in the Regulations of the Company. The Manager shall also hold the offices and have responsibilities accorded to him by the members and as set forth in the Regulations of the Company. The members reserve the general management of the Company to themselves, and therefore all decisions outside the usual course of the Company's business will require a vote of the members holding two-thirds interest in the Company. The name and address of the Manager who is to serve is as follows:

Luis G. del Valle  
1340 Coruna Avenue  
Coral Gables, Florida 33156

**ARTICLE V - Admission of Additional Members**

The right, if given, of the remaining members to admit additional members and the terms and condition of the admissions shall be subject to a vote of two-thirds of the existing members and conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

FILED  
AUG 10 PM 3:08  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**ARTICLE VI - Members Rights to Continue Business**

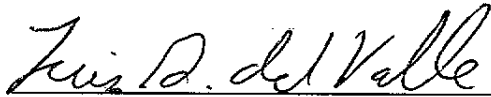
The right, if given, of the remaining members of the Company to continue the business in the event of the termination of the Company due to death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining or surviving members may continue in the business of the Company provided that not less than a majority of the ownership interests agree to do so in writing.

**ARTICLE VI - Registered Agent and Office**

The street address of the Corporation's initial registered office is 1340 Coruna Avenue, Coral Gables, County of Dade, State of Florida, and the name of its initial registered agent at such office is Luis G. del Valle

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of LGV Investments, LLC hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415 or §608.507.



Luis G. del Valle  
Registered Agent

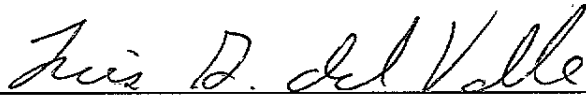
Dated: 9 Aug, 1998.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of a member of LGV Investments, L.L.C. deposes and says:

1. the above named Company has at least one member;
2. the total amount of cash contributed by the members is \$100.
3. if any, the agreed value of property other than cash contributed by members is: \$ - 0 -
4. the total amount of cash or property anticipated to be contributed by members is \$100.  
This total includes amount from 2 and 3 above.



Signature of a member or authorized representative of a member

Name: Luis G. del Valle

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

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