



THE UNITED STATES
CORPORATION
COMPANY

L99000005229

ACCOUNT NO. : 072100000032

REFERENCE : 349971 81522A

AUTHORIZATION : *Patricia Pinto*

COST LIMIT : \$ 346.25

ORDER DATE : August 23, 1999

ORDER TIME : 10:14 AM

ORDER NO. : 349971-005

700002966577--8

CUSTOMER NO: 81522A

CUSTOMER: Ms. Georgina Busto
MURAI WALD BIONDO & MORENO
MURAI WALD BIONDO & MORENO
900 Ingraham Building
25 Southeast 2nd Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: V & P PARTNERS, LLC

EFFECTIVE DATE:...

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: James Guy

EXAMINER'S INITIALS: _____

FILED
RECEIVED
99 AUG 23 PM 2:59
99 AUG 23 AM 10:44
SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*Sc
8.23-99*

ARTICLES OF ORGANIZATION

FOR

V & P PARTNERS, LLC

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such Limited Liability Company:

ARTICLE I NAME

The name of this Limited liability Company is V & P Partners, LLC.

ARTICLE II ADDRESS

The mailing address street address of the principal office of the Limited Liability Office is 2307 S. Douglas Road, Suite 500 Miami, FL 33145.

ARTICLE III DURATION

The period of this company's duration shall be perpetual, unless terminated by the unanimous written agreement of all members or by the death, retirement resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

ARTICLE IV MANAGEMENT

The Limited Liability Company is to be managed by a manager and the name and address of such manager is to serve as manager until the first annual meeting of the members or until their successors are elected and qualified is:

Name	Address
Continental General Development Corp., a Florida corporation	2307 S. Douglas Road Suite 500 Miami, FL 33145

ARTICLE V ADMISSION OF ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority in interest of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of this Company.

THIS INSTRUMENT PREPARED BY:
Cristina Echarte Brochin, Esq.
Murai Wald Biondo & Moreno, P.A.
25 S.E. 2 Avenue, Suite 900
Miami, FL 33131
Fla. Bar No.: 581410

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09 AUG 03 PM 2:57
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

ARTICLE VI
REGISTERED AGENT

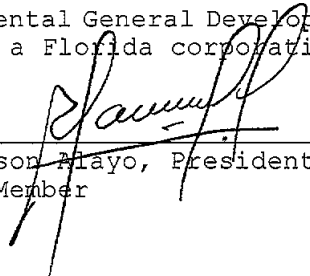
The name and street address of the initial registered agent and office for this company is as follows: Murai, Wald, Biondo & Moreno, P.A., 25 S.E. 2 Avenue, Suite 900, Miami, FL 33131.

ARTICLE VII
RIGHT TO CONTINUE BUSINESS

The remaining members may 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.

IN WITNESS WHEREOF, the undersigned Member has hereunto set his hand and seal this 20 day of August, 1999.

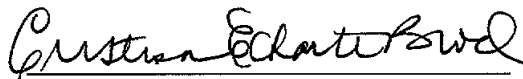
Continental General Development
Corp., a Florida corporation

BY: 
Wilson Alayo, President
of Member

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

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared WILSON ALAYO known to me or who has produced as identification and known by me to be the person who executed the foregoing Articles of Organization, and he acknowledged before me that he executed these Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 20 day of August, 1999.


NOTARY PUBLIC, STATE OF FLORIDA
Print name: _____
Commission No.: _____

My Commission expires:



Cristina Echarte Brochin
My Commission CC803853
Expires January 21, 2003

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59 AUG 23 PM 2:57
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
FOR
V & P PARTNERS, LLC.

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the limited liability company is V & P PARTNERS, LLC.
2. The name and address of the registered agent and office is:

MURAI, WALD, BIONDO & MORENO, P.A.
(NAME)

25 S.E. 2 Avenue, Suite 900
(ADDRESS)

Miami, FL 33131
(CITY/STATE/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, the undersigned hereby accepts appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provision of all statutes relating to the proper and complete performance of my duties, and the undersigned acknowledges that it is familiar with and will accept the obligations of my position as registered agent.

Dated this _____ day of August, 1999.

By: _____

Name: Gerald J. Biondo, Esq.
Title: Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FOR

V & P PARTNERS, LLC

The undersigned member of V & P PARTNERS, LLC deposes and says:

1. The above named limited liability company has two members.
2. The total amount of cash contributed by the members is \$1,500,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$0.00. A description of the property is attached and made a part hereto.
4. The amount of cash or property anticipated to be contributed by member(s) is \$0.00.
5. The total amounts of 2, 3, and 4 is \$1,500,000.00.

CONTINENTAL GENERAL DEVELOPMENT
CORP., a Florida corporation

BY:

WILSON ALAYO, President

STATE OF FLORIDA)
): ss.
COUNTY OF MIAMI-DADE)

20 The foregoing instrument was acknowledged before me this
day of August, 1999 by Wilson Alayo as President of
Continental General Development Corp., a Florida corporation, who
is personally known to me or who has produced
X X as identification.

NOTARY PUBLIC, STATE OF FLORIDA

Print name:

Commission No.:

My Commission expires:



Cristina Echarte Brochin

My Commission CC803653

Expires January 21, 2003

G:\DATA\alayo\Articles of Organization for V & P Group LLC

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CLERK OF DISTRICT COURT
MIAMI, FLORIDA