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LIMITED LIABILITY COMPANY

U.S. EQUITY HOLDING LLC

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U.S. EQUITY HOLDING LLC
ARTICLES OF ORGANIZATION

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is U.S. EQUITY HOLDING LLC (the "Company").

ARTICLE II. ADDRESS

The principal office and mailing address of the Company is:

701 Brickell Avenue, Suite 3000
Miami, Florida 33131

ARTICLE III. DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

ARTICLE IV. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

THIS INSTRUMENT WAS PREPARED BY:
STUART K. HOFFMAN, ESQ.
FLORIDA BAR NO.: 0188831
Holland & Knight LLP
701 Brickell Avenue - Suite 3000
Miami, Florida 33131
Tel. 305-374-8500
Fax. 305-789-7799

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ARTICLE V. REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE VI. ADDITIONAL MEMBERS

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

ARTICLE VII. MANAGEMENT

The Company shall be conducted, carried on, and managed by no less than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Manager(s) shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager is as follows:

Jose Portnoy	c/o	701 Brickell Avenue
		Suite 3000
		Miami, Florida 33131

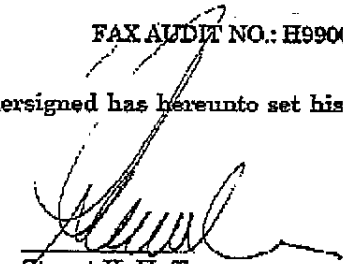
Such Manager shall serve in such capacity until the first annual meeting of the Members or until his successor is duly elected and qualified.

ARTICLE VIII. REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Members of the Company.

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 23rd day of August, 1999.


Stuart K. Hoffman
Duly Authorized Representative of a
Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that I am familiar with, and accept, the obligations of such position.

INTRASTATE REGISTERED AGENT
CORPORATION


Steven H. Hagen
Vice President

Dated: 8-23-99

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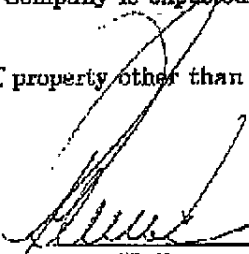
STATE OF FLORIDA

COUNTY OF DADE

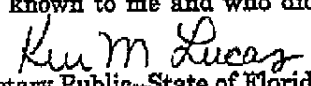
I, Stuart K. Hoffman, a duly authorized representative of a member of U.S. EQUITY HOLDING LLC, being first duly sworn, deposes and says:

1. That I am a duly authorized representative of a member of the U.S. EQUITY HOLDING LLC; a Florida limited liability company (the "Company");
2. That the Company has at least one member;
3. That the member of the Company has contributed \$100.00 to the capital of the Company; and
4. That the member of the Company is expected to contribute no additional capital to the Company.
5. That the agreed value of property other than cash contributed by the member is \$0.

And further affiant sayeth not.


Stuart K. Hoffman
Duly Authorized Representative of a
Member

The foregoing instrument was acknowledged before me this 28rd day of August, 1999, by Stuart K. Hoffman who is personally known to me and who did take an oath.


Notary Public--State of Florida



Kim M. Lucas
MY COMMISSION # 00290899 EXPIRES
October 6, 2000
BONDED THIRD PARTY FAULT INSURANCE, INC.

Print Notary Name: Kim M. Lucas
My Commission Number is: 00290899
My Commission Expires: 10-6-00

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