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## LIMITED LIABILITY COMPANY

the almeria group, l.l.c.

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ARTICLES OF ORGANIZATION

OF

THE ALMERIA GROUP, L.L.C.

a Florida Limited Liability Company

ARTICLE I  
NAME

The name of this Limited Liability Company is  
THE ALMERIA GROUP, L.L.C. (the "Company").

ARTICLE II  
PURPOSE

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat. as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

ARTICLE III  
ADDRESS

The mailing and street address of the Company's principal place of business is 100 Almeria Avenue, Suite 230, Coral Gables, Florida 33134.

Prepared by: JESUS F. BUJAN, ESQUIRE  
782 N.W. Lejeune Road, Suite 530  
Miami, Florida 33126  
(305) 442-1439  
Florida Bar No. 401560

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ARTICLE IV  
DURATION

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The period of duration of the Company shall be perpetual. The remaining members are given the right to continue the business of the limited liability company 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, upon a meeting and unanimous vote within sixty days of said event(s) to continue said business.

ARTICLE V  
MANAGEMENT

The management of the Company shall be reserved to the members. The members shall have the power and the authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company.

ARTICLE VI  
MEMBERS

The names and addresses of the initial members are as follows:

Genesis Systems Consulting, Inc.  
350 Sevilla Avenue, Suite 105  
Coral Gables, Florida 33134

The Galiano Group, Inc.  
100 Almeria Avenue, Suite 230  
Coral Gables, Florida 33134

ARTICLE VII  
ADMISSION OF NEW MEMBERS

The members shall not have the right to admit new members to the Company. New members may come into the Company only upon the agreement of those members owning at least one hundred percent (100%) of the interest in the Company and upon such terms and conditions as the existing members may unanimously agree.

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ARTICLE VIII  
MEMBER VOTING

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A. Member Voting. All members of the Company shall be entitled to vote on matters relating to the Company. Each Member's vote shall be weighted in accordance with the Regulations of the Company.

B. Additional Contributions. The Members shall make additional capital contributions from time to time, as required by the Regulations adopted by the Company.

ARTICLE IX  
ADOPTION OF REGULATIONS

The members shall adopt Regulations for the Company, which Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

ARTICLE X  
AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles may be amended at any time by a resolution adopted by the members, in conformity with the Regulations permitting said amendment, at any annual or special meeting.

ARTICLE XI  
INITIAL ADDRESS OF REGISTERED OFFICE  
AND DESIGNATION OF REGISTERED AGENT


The street address of the initial registered office of this limited liability company in the State of Florida is 100 Almeria Avenue, Suite 230, Coral Gables, Florida 33134. The Members may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as Jesus F. Bujan. The Registered Agent of the limited liability company may be changed at any time by a vote of the Members without an amendment of these Articles.

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THESE ARTICLES OF ORGANIZATION have been executed by the  
undersigned member or authorized representative of the member this  
13 day of October, 1999.

  
\_\_\_\_\_  
JESUS F. BUJAN

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OF

THE ALMERIA GROUP, L.L.C.

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

- (1) The above named Limited Liability Company has at least two members.
- (2) The total amount of cash contributed by each member(s) is .
- (3) If any, the agreed value of property other than cash contributed by member(s) is  
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
- (5) The total amounts of 2, 3, and 4 is:

Further affiant sayeth naught.

  
JESUS F. BUJAN

Signature of a member or authorized  
representative of a member

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

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