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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 587682 10071A

AUTHORIZATION :

Patricia Pignato

COST LIMIT : \$ 125.00

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TALLAHASSEE, FLORIDA

ORDER DATE : April 23, 2004

ORDER TIME : 12:13 PM

ORDER NO. : 587682-005

CUSTOMER NO: 10071A

CUSTOMER: Richard I. Kroop, Esq
Kroop & Scheinberg, P.a.

Suite C-1, South Bay Club
800 West Avenue
Miami Beach, FL 33139

DOMESTIC FILING

NAME: HAVANA RIVER, LLC

EFFECTIVE DATE:

- _____ ARTICLES OF INCORPORATION
- _____ CERTIFICATE OF LIMITED PARTNERSHIP
- XX _____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- _____ CERTIFIED COPY
- XX _____ PLAIN STAMPED COPY
- _____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION
OF

HAVANA RIVER, LLC

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

ARTICLE I: NAME OF LIMITED LIABILITY COMPANY

The name of the Company shall be HAVANA RIVER, LLC.

ARTICLE II: PURPOSE

The purpose for which this Limited Liability Company is organized to engage in any lawful activity or to transact any lawful business for which limited liability companies may be organized pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended.

ARTICLE III: PRINCIPAL OFFICE

The principal office and mailing address of the Company is 300 MERIDIAN AVE # 6, Miami Beach, Florida 33139

ARTICLE IV: TERM OF EXISTENCE

The Company shall commence its existence on the date these Articles of Organization are filed with the Florida Department of State. The Company shall exist perpetually.

ARTICLE V: REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Company in the State of Florida is KROOP & SCHEINBERG P.A. 800 WEST AVE. Suite C-1 Miami Beach, Florida. 33139

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ARTICLE VI: MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The Initial Manager is JEFFREY PAPELL

ARTICLE VII: SIGNATORY

The name and address of the persons signing these Articles of Organization are:

JEFFREY PAPELL
300 MERIDIAN AVE # 6
MIAMI BEACH, FL 33139

IN WITNESS WHEREOF, the undersigned Signatories executed these Articles of Organization this 22 day of APRIL, 2004.



JEFFREY PAPELL

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this 22 day of APRIL, 2004, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared JEFFREY PAPELL known to me to be the persons described herein and who executed the foregoing instrument, who acknowledged before me that they executed the same, who are personally known to me, or () who has produced _____ as identification, and who did take an oath.

RICHARD I. KROOP
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # CC054704
EXPIRES 10/30/2004
BONDED THRU ASA 1-988-NOTARY1



Notary Public, State of Florida

REGISTERED AGENT'S ACCEPTANCE

The undersigned, named as the registered agent in Article V of these Articles of Organization, hereby accepts the appointment as such registered agent, and acknowledges that it is familiar with and accepts the obligations imposed upon registered agents under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, as amended.

KROOP & SCHEINBERG P.A.

by

Richard I. Kroop

