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To:
Division of Corporations
Fax Number : (850)205-0383

From:
Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

AL

LIMITED LIABILITY COMPANY

9781 E BAY HARBOR DRIVE, LLC

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ARTICLES OF ORGANIZATION OF
9781 E BAY HARBOR DRIVE, LLC
A FLORIDA LIMITED LIABILITY COMPANY

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The undersigned desiring to form a Limited Liability Company under and pursuant to Section 608.404 of the Limited Liability Act, pursuant to Chapter 608 of the Florida Statutes, of the State of Florida, do hereby certify as follows:

FIRST: The name of said limited liability company shall be, 9781 E BAY HARBOR DRIVE, LLC, and the mailing address and the street address of the principal office of the limited liability company shall be 9781 E Bay Harbor Drive, Bay Harbor Island, Florida 33154.

SECOND: 9781 E BAY HARBOR DRIVE, LLC, shall have a perpetual duration from the date of filing of these Articles of Organization.

THIRD: The purposes for which, 9781 E BAY HARBOR DRIVE, LLC is formed are:

- (A) to engage in real estate ventures; and
- (B) to engage in such other lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Statutes of the State of Florida.

FOURTH: The maximum number of ownership units which, 9781 E BAY HARBOR DRIVE, LLC, is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

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FIFTH: The limited liability company shall be manager-managed and will have five (5) Members:

Name: 9781 E BAY HARBOR DRIVE II, LLC

Percentage of Ownership: 1%

Name: BAY DRIVE DEVELOPMENT I, CORP.

Percentage of Ownership: 24%

Name: ACADEMIA, CORP

Percentage of Ownership: 25%

Name: BAY DRIVE DEVELOPMENT IX, CORP.

Percentage of Ownership: 25%

Name : BAY DRIVE DEVELOPMENT X, CORP.

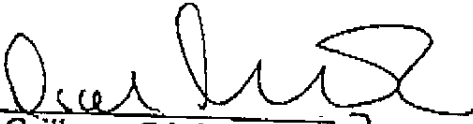
Percentage of Ownership: 25%


SIXTH: The name and mailing address of the company's registered agent is GRISALES & ALFANO, LLC, whose mailing address is 801 Brickell Avenue, Suite 220, Miami, Florida 33131.

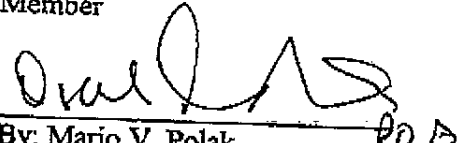
IN WITNESS WHEREOF, I have hereunto subscribed my name this 15th day of October, 2001.

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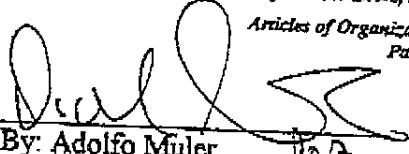
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By: Guillermo Cristian Mansilla POA
For 9781 E Bay Harbor Drive II, LLC
Member


By: Eduardo R. Brinkman POA
For Academia Corp.
Member


By: Mario V. Polak POA
For Bay Drive Development X, Corp
Member

9781 E. Bay Harbor Drive, LLC
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By: Adolfo Muler POA
For Bay Drive Development I, Corp
Member


By: Alejandro Zaleski POA
For Bay Drive Development IX, Corp.
Member

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Designation and Acceptance of Registered Agent

Pursuant to the provisions of Florida Statutes, the undersigned limited liability Company organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

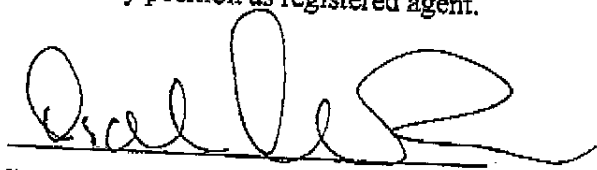
1. The name of the limited liability Company is 9781 E BAY HARBOR DRIVE LLC
2. The name of the registered agent is GRISALES & ALFANO, LLC
3. The address of the registered agent/registered office is 801 Brickell Avenue, Suite 220, Miami, Florida 33131.

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Acceptance

Having been named as registered agent and designated to accept service of process for the above limited liability company, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



By: OSCAR GRISALES-RACINI, ESQ

For the Firm

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Date: October 15, 2001