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Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

South American R.E. Ventures LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
South American R.E. Ventures LLC

Article II. Address

The Company's street and mailing address is:
South American R.E. Ventures LLC
One Century Lane, PH-602
Miami Beach FL 33139

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Hector Alvarez III, Esquire
3211 Ponce De Leon Boulevard
Suite 210
Coral Gables FL 33134

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Hector Alvarez III, Esquire | FL Bar Member
3211 Ponce De Leon Boulevard
Suite 210
Coral Gables FL 33134
305 774 9797

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

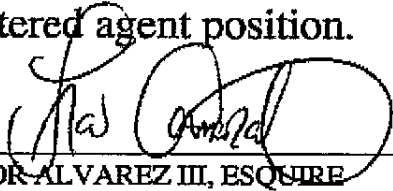
South American R.E. Ventures LLC

REGISTERED AGENT/OFFICE:

**Hector Alvarez III, Esquire
3211 Ponce De Leon Boulevard
Suite 210
Coral Gables FL 33134**

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I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



HECTOR ALVAREZ III, ESQUIRE
by F.E. Cammarata as attorney-in-fact

Date: March 18, 2002

Hector Alvarez III, Esquire | FL Bar Member
3211 Ponce De Leon Boulevard
Suite 210
Coral Gables FL 33134
305 774 9797

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

MARC ROBERTS
One Century Lane, PH-602 Miami Beach FL 33139

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Article VI. Company Existence

The Company's existence shall begin effective as of March 18, 2002.

The undersigned authorized representative of a member executed these Articles of Organization on March 18, 2002.



HECTOR ALVAREZ III, ESQUIRE
by F.E. Cammarata as attorney-in-fact

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Suite 210
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