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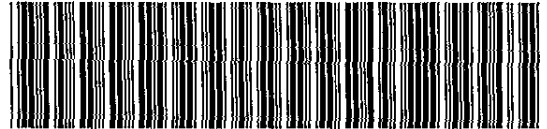
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2-21-03



ACCOUNT NO. : 072100000032

REFERENCE : 937256 83086A

AUTHORIZATION :

COST LIMIT :

Patricia Pujut
\$ 100.00

ORDER DATE : February 20, 2003

ORDER TIME : 11:17 AM

ORDER NO. : 937256-005

CUSTOMER NO: 83086A

CUSTOMER: Ms. Sunita Brijmohan
Palmer Palmer & Mangiero, P.a.

Falls Professional Center
12790 South Dixie Highway
Miami, FL 33156

DOMESTIC FILING

NAME: FRUITLAND LAKE ELLA, LLC.

EFFECTIVE DATE:

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

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

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ARTICLES OF ORGANIZATION
OF
FRUITLAND LAKE ELLA, LLC.

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes Chapter 608, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

ARTICLE I
NAME

The name of this Limited Liability Company shall be **FRUITLAND LAKE ELLA, LLC.**

ARTICLE II
DURATION

This Limited Liability Company shall exist for not more than thirty (30) years from the filing date of these Articles with the Office of the Secretary of State.

ARTICLE III
PURPOSE

This Limited Liability Company is being formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida.

ARTICLE IV
PLACE OF BUSINESS AND REGISTERED AGENT

The initial principal place of business and the initial mailing address of this Limited Liability Company shall be 13362 S.W. 128 Street, Miami, Florida, 33186; provided that the principal place of business may be changed from time to time and the Limited Liability Company may have such other place or places of business as the members from time to time may determine. The name of the original registered agent of this Limited Liability Company is Levy Wong, whose address is 13362 S.W. 128 Street, Miami, Florida, 33186.

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ARTICLE V
CONTRIBUTIONS TO CAPITAL

The initial capital of this Limited Liability Company shall consist of the sum of not less than Three Hundred Twenty-Five Thousand and 00/100 Dollars (\$325,000.00) contributed by its members in money or in property, the fair market value thereof being determined by agreement of all the members. No additional contributions will be required to be made, but may be made, by any member of this Limited Liability Company, upon unanimous approval of the members.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS
AND
TRANSFER OF MEMBERS' INTEREST

No person shall be admitted as an additional member of this Limited Liability Company, without the unanimous approval of the members, which none of them shall be required to give.

A members' interest in this Limited Liability Company shall not be transferred, whether voluntarily or involuntarily, by operation of law, by execution or levy of judgment or lien, by judgment or order of court or by any other means, without the unanimous approval of the remaining members, which they shall not be required to give. Without the unanimous approval of the remaining members, any such putative transfer of a member's interest shall not entitle the transferee to become a member of or to participate in the management of this Limited Liability Company and shall entitle the would-be transferee solely to and as a charge upon (i) the share of income of, and (ii), when, as and if declared unanimously by the remaining members, distributions, by way of profits, return of capital or otherwise, from this Limited Liability Company, in each case with respect to the would-be transferor's share thereof and interest in this Limited Liability Company, but not including any compensation paid to would-be transferor for services rendered to this Limited Liability Company.

ARTICLE VII
MEMBERS AND MANAGEMENT OF BUSINESS

The name, address and percentage interest of the member of this Limited Liability Company are:

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NAME AND ADDRESS

Levy Wong and Mavis Wong 40%
11942 S.W. 98 Street
Miami, Florida 33176

Stanford and Joyce Wong 10%
37 Sir Tristram Place
Markham, Ontario L3P 2Y1
Canada

Arthur and Theresa Wong 10%
28 Sir Tristram Place
Markham, Ontario L3P 2Y9
Canada

Warren and Maria Chow 10%
3297 Georgis Street
Richmond, BC VTE 2R4
Canada

Sylvan and Gina Wong 10%
4550 SW 151 Place
Miami, FL 33185

Hashim and Shareen Ali 10%
1224 Williston Drive
Lawrenceville, GA 30044

Reginald and Dorothy Chin 7 1/2%
12915 SW 116 Street
Miami, FL 33186

Ian and Dawn A. Moosang 2 1/2%
10375 SW 96 Street
Miami, FL 33176

The business of this Limited Liability Company shall be managed by the members, acting unanimously in a meeting or by written consent without a meeting. The members hereby appoint Levy Wong, acting as their special manager to carry out, subject to the direction of members, the day to day business of this Limited Liability Company. The general or special managers are authorized to employ, subject to approval of the members, personnel to conduct the business of this Limited Liability Company.

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ARTICLE VIII
WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY
OR EXPULSION

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, this Limited Liability Company shall be dissolved; provided that the members other than deceased, retired, resigned or expelled members, may consent to continue the business of this Limited Liability Company, or by amendment to these Articles of Organization may provide for the continued existence of this Limited Liability Company subsequent to the foregoing events, subject to distribution to the former member, his heirs and successors of assets as provided in dissolution.

ARTICLE IX
AMENDMENTS

These Articles may be amended from time to time by a unanimous written consent of all the members, and the amendment shall be filed, duly signed by all members of this Limited Liability Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, being of the initial members have executed these Articles of Organization on this 19 day of FEBRUARY, 2003.



Levy N. Wong


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TALLAHASSEE, FLORIDA

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AND
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Certificate designating place of business or domicile for the service of process within Florida, naming agent upon whom process may be served.

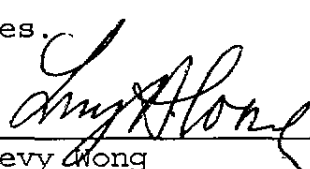
In compliance with §48.091, Florida Statutes, the following is submitted:

That Fruitland Lake Ella, LLC, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 13362 S.W. 128th Street, Miami, Florida 33186, State of Florida, has named Levy Wong located at 13362 S.W. 128th Street, Miami, Florida 33186, as its registered agent to accept service of process within Florida.



Levy Wong
TITLE: Registered Agent
DATE: February 19, 2003

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Levy Wong

Date: February 19, 2003

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TALLAHASSEE, FLORIDA

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