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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

fantasy world park development, l.l.c.

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**ARTICLES OF ORGANIZATION
OF
FANTASY WORLD PARK DEVELOPMENT, L.L.C.**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following ARTICLES shall serve as the Charter and authority for the conduct of business of the limited liability company.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the limited liability company shall be FANTASY WORLD PARK DEVELOPMENT, L.L.C., and its principal office shall be located at 5201 Blue Lagoon Drive, Suite 883, Miami, Florida 33126, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

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5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.
6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a unanimous vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

This limited liability company shall be managed by two managers. The names and addresses

of the persons shall serve until their successors are elected and qualified are as follows:

PETER RICHTER
5201 Blue Lagoon Drive
Suite 883
Miami, Florida 33126

JEREMIAS (DANIEL) ROSARIO
5201 Blue Lagoon Drive
Suite 883
Miami, Florida 33126

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all the managing members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the managing members.

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions shall be paid to the limited liability company by the two members in equal shares. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the managing members. Members will make contributions as decided by the managing members.

ARTICLE VII PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of

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conducting the business of the limited liability company. Each member shall be entitled to a distributive share of the profits in proportion to their capital investment. The distributive share of the profits shall be determined by the managing members and paid to the members each year.

(b) **Losses.** All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in proportion to their capital investment.

ARTICLE VIII

DURATION

This limited liability company shall exist until dissolved in a manner provided by laws, or as provided in the regulations adopted by the members.

ARTICLE IX
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 7600 West 20th Avenue, Suite 220, Hialeah, Florida 33016, and the name of the company's initial registered agent at that address is **CEASAR MESTRE, JR.**

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of FANTASY WORLD PARK DEVELOPMENT, L.L.C.

Executed by the undersigned at Miami, Florida on 11/17 2003.

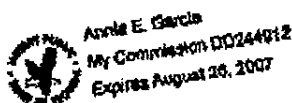
PETER RICHTER

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 10 day of Sept, 2003, by PETER RICHTER, who has personally appeared before me, who are personally know to me, and who did take an oath.

NOTARY PUBLIC, STATE OF FLORIDA

Print Name: Andia E. Garcia



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TALLAHASSEE, FLORIDA

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WRITTEN ACCEPTANCE BY AGENT

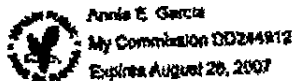
HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY, AT THE REGISTERED OFFICE DESIGNATED IN THE CERTIFICATE SET FORTH ABOVE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER STATE THAT I AM FAMILIAR WITH AND ACCEPT AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND THIS POSITION.

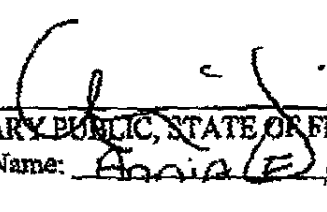


CESAR MESTRE, JR.
AS REGISTERED AGENT FOR
FANTASY WORLD PARK DEVELOPMENT, L. L. C.

STATE OF FLORIDA)
) SS
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 12 day of September 2003, by CESAR MESTRE, JR., who personally appeared before me, who is personally known to me, and who did taken an oath.





NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Annie E. Garcia

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TALLAHASSEE, FLORIDA

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