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     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
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LIMITED LIABILITY COMPANY

imeca II, l.l.c.

Certificate of Status	0
Certified Copy	1
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TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 12, 2004

EMPIRE

SUBJECT: IMECA II, L.L.C.
REF: W04000041456

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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DIVISION OF CORPORATIONS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(5)

ARTICLES OF ORGANIZATION
OF
IMECA II, L.L.C.

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I

The name of the Limited Liability Company is: IMECA II, L.L.C.

ARTICLE II

The mailing address and street address of the principal office of the Limited Liability Company shall be as follows:

8400 N.W. 58th Street, Miami, Florida 33166

ARTICLE III

The period of duration for the Limited Liability Company shall be:
Perpetual

ARTICLE IV

The Limited Liability Company is to be managed by a manager or managers who may be, but are not required to be, a member of the Company. The name and address of the manager who will serve as manager until the first annual meeting of the members or until his/her successor is selected and qualified in accordance with the Regulations is as follows:

TONY COCCHIOLA - 8400 N.W. 58th St., Miami, Florida 33166 - Manager
MICHELE ANGELO COCCHIOLA - 8400 N.W. 58th St., Miami, Florida 33166- Manager

ARTICLE V

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be: By unanimous written consent of the existing members as per the terms of the Regulations.

JORGE E. BLANCO, ESQ.
1401 Ponce De Leon Boulevard, Suite 202
Coral Gables, Florida 33134
Telephone No.: (305) 444-0044
Florida Bar No.: 197807

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TALLAHASSEE, FLORIDA

ARTICLE VI

The right, if given, of the members of the Limited Liability Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company shall be as provided for in the written Regulations of the Company.

ARTICLE VII

The name and the Florida street address of the registered agent and registered office are:

JORGE E. BLANCO
1401 Ponce de Leon Blvd.
Suite 202
Coral Gables, Florida 33134

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions 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.

JORGE E. BLANCO- Registered Agent

ARTICLE VIII

Purpose: The Company is organized to purchase, acquire, buy, sell, own, trade in, hold, develop, lease, manage, subdivide, and otherwise deal in and with the real property and improvements thereon, and to engage in such other lawful activities as are reasonably necessary, convenient, or incidental to that purpose or any other business permitted under the Act.

ARTICLE IX

Regulations: Any Regulations as defined in Section 608.402 (13) of the Act, relating to this Limited Liability Company must be in writing and signed by all the Members.

IN WITNESS WHEREOF, I have signed these Articles of Organization and acknowledged them to be my act this 9th day of November, 2004.

TONY COCCHIOLA, Manager

JORGE E. BLANCO, Registered Agent

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In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I HEREBY CERTIFY, that on the 9 day of November, 2004, personally appeared before me, an authorized officer duly commissioned to administer oaths and take acknowledgments, TONY COCCHIOLA and JORGE BLANCO to me well known or who have provided their _____ _____ as identification, and he acknowledged that they signed and executed the same for the uses and purposes herein used.

IN WITNESS WHEREOF, I have set my hand and official seal at Miami, County of Miami-Dade, State of Florida, the day and year above written.

Notary Public, State of Florida

My Commission Expires:

OFFICIAL NOTARY SEAL
IRIS MARTORY
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. DD142280
MY COMMISSION EXP. AUG. 25 2006

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

a. The name of the Limited Liability Company is: IMECA II, L.L.C.

The name and the Florida street address of the registered agent and registered office are:

JORGE E. BLANCO, 1401 PONCE DE LEON BLVD., SUITE 202, CORAL GABLES, FLORIDA

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions 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.

JORGE E. BLANCO-Registered Agent

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