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From:

Account Name : MURAI, WALD, BIONDO, MORENO, P.A.
Account Number : 076150002103
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LIMITED LIABILITY COMPANY

ELOPOLIS, L.C.

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**ARTICLES OF ORGANIZATION
FOR
ELOPOLIS, L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608 of the Florida Statutes 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 is ELOPOLIS, L.C.

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the Company is c/o Murai Wald Biondo & Moreno, P.A., 900 Ingraham Building, 25 S.E. 2nd Avenue, Miami, Florida 33131.

ARTICLE III

DURATION

The period of this Company's duration shall be perpetual.

THIS INSTRUMENT PREPARED BY:

Rene V. Murai
FL Bar #: 122154
Murai Wald Biondo & Moreno P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

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Fax Audit No. H00000006009 5**ARTICLE IV****MANAGEMENT**

Management of the Company is to be reserved to the members. The names and addresses of the members are:

| <i>Names</i> | <i>Addresses</i> |
|------------------|------------------------|
| David Bou | 117 Majorca Ave |
| Charlie Calderin | First Floor West |
| Marilyn Marques | Coral Gables, Fl 33134 |
| Jennifer Ortiz | |
| Luis Saladrigas | |

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ARTICLE V**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Company in the State of Florida is 900 Ingraham Building, 25 S.E. 2nd Avenue, Miami, Fl 33131 and the name of the initial registered agent of the Company at that address is Murai Wald Biondo & Moreno, P.A.

ARTICLE VI**ADMISSION OF ADDITIONAL MEMBERS**

Additional members may be admitted upon the approval of a majority in interest of the members of the Company and upon the written application of such new member, in the manner set forth in the Operating Agreement of the Company.

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Fax Audit No. H00000006009 5**ARTICLE VII****RIGHT TO CONTINUE BUSINESS**

The remaining members may 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 Company.

IN WITNESS WHEREOF, the undersigned Members have hereunto set their hands and seals this 4th day of February, 2000.

MEMBERS:
DAVID BOU
CHARLIE CALDERIN
MARILYN MARQUES
JENNIFER ORTIZ
LUIS SALADRIGAS

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FOR**ELOPOLIS, L.C.**

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

That, **ELOPOLIS, L.C.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization, at City of Miami, County of Dade, State of Florida, has named Murai, Wald, Biondo & Moreno, P.A., located at 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 4th day of February, 2000.

MURAI, WALD, BIONDO & MORENO, P.A.

By: 

Name: **RENE V. MURAI**
Title: **President**

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