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FAX NO

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Florida Department of State
Division of Corporations
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Account Name : RASCO, REININGER & PEREZ, P.A.
Account Number : 104076000124
Phone : (305) 261-0500
Fax Number : (305) 267-1787

00 MAR 30 PM 5:00
Division of Corporations

LIMITED LIABILITY COMPANY

BLUE RIVER, LLC

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| Certificate of Status | 0 |
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ARTICLES OF ORGANIZATION
OF
BLUE RIVER, LLC

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

Article I
Name

The name of the limited liability company is BLUE RIVER, LLC (the "Company").

Article II
Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article III
Nature of Business and Mailing address

This Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's initial principal office is c/o Raul J. Valdes-Fauli, P.A., 5200 Blue Lagoon Drive, Suite 700, Miami, Florida.

Article IV

Initial Registered Office and Agent

The street address of the initial registered office of this Company is 5200 Blue Lagoon Drive, Suite 700, Miami, Florida 33126, and the name of the initial registered agent of this Company at that address is RJVF Corporate Services, Inc.

THIS DOCUMENT PREPARED BY:

Raul J. Valdes-Fauli, Esq.
Raul J. Valdes-Fauli, P.A.
5200 Blue Lagoon Drive, Suite 700
Miami, Florida 33126
Tel: (305) 261-0500

Florida Bar No.: 122101

FAX AUDIT NO.: II00000014324

12:00 PM
MAR 30 PM 5:00
12:00 PM
MAR 30 PM 5:00

FAX AUDIT NO.: H00000014324

Article V
Share Certificates

Each Member's interest in the Company shall be evidenced by a membership or share certificate. The amount of capital which the initial Members have contributed as the initial capital contribution is One Thousand Dollars (\$1,000.00). Additional capital contributions may be received and additional shares issued at such times and in such amounts as may be determined and allowed as provided in the Regulations and Operating Agreement.

Article VI
Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance or operation of law, will be admitted only with the unanimous consent of all Members or as otherwise provided in the regulations and Operating Agreement of the Company.

Article VII
Continuation on Death, Retirement, Etc. of Members

The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this Company. The Company shall terminate upon the consent of all Members or as otherwise provided in accordance with the terms of the Regulations and Operating Agreement.

Article VIII
Management

- (a) Number. This Company shall initially be managed by one (1) Manager.
- (b) Initial Manager. The name and street address of the initial manager of the Company are:

Mr. Oscar Rodriguez Velasco
445 Grand Bay Drive, #1101
Key Biscayne, Florida 33149

FAX AUDIT NO.: H00000014324

Article IX
Amendment

This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

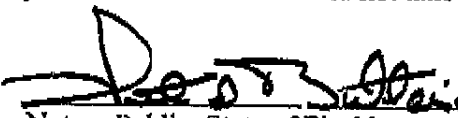
IN WITNESS WHEREOF, the undersigned authorized representative of the initial Members has executed these Articles of Organization on the 30th day of March, 2000.



RAUL J. VALDES-FAULI, Authorized Representative

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

The foregoing instrument was acknowledged before me this 30th day of March, 2000, by RAUL J. VALDES-FAULI, who is personally known to me and who did not take an oath.



Notary Public, State of Florida at Large

My Commission Expires:



CO MAR 30 PM 5:00

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FAX NO.

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FAX AUDIT NO.: H00000014324

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in the Articles of Organization, 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.

Dated this ____ day of March, 2000.

RJVF CORPORATE SERVICES, INC.

By: _____

RAÚL J. VALDES-PAULI, President

00 MAR 30 PM 5:00