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HAROLD E. WOLFE, JR.*

*ADMITTED TO BARS OF:

FLORIDA
GEORGIA
ALABAMA

* FLORIDA BAR BOARD
CERTIFIED TAX ATTORNEY

* FLORIDA BAR BOARD
CERTIFIED ESTATE
PLANNING AND PROBATE
ATTORNEY

November 3, 2000

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Secretary of State
Division of Corporations
409 E. Gaines Street
P.O. Box 6327
Tallahassee, Florida 32314

**Re: Recording of the Articles of Organization for
Del Rio Development, L.L.C.**

Dear Sir:

Enclosed please find the original and one copy of the Articles of Organization for Del Rio Development, L.L.C.. for filing in the public records. Also enclosed is a check for \$125.00, representing the following fees:

Filing Fee	\$100.00
Registered Agent	
Designation	<u>25.00</u>
Total	\$ 125.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We would appreciate your filing the Articles at your earliest convenience and returning the certified copy to us in the stamped, self-addressed envelope which we have enclosed for your convenience.

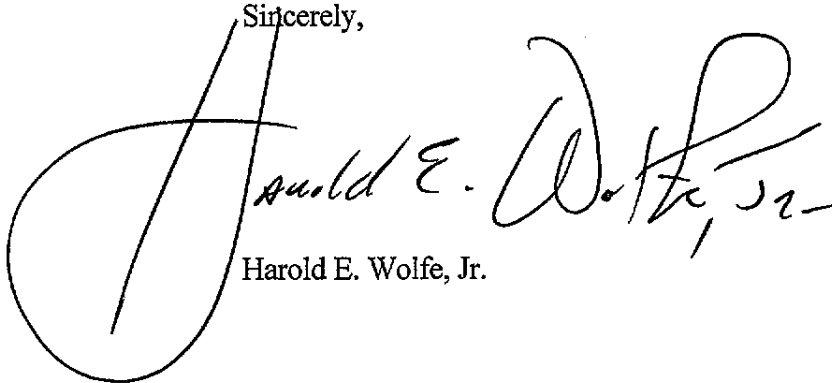
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HAROLD E. WOLFE, JR., P.A.

Secretary of State
November 3, 2000
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Should there be other questions, please feel free to call us collect.

Sincerely,

A large, stylized handwritten signature in black ink, appearing to read "Harold E. Wolfe, Jr.", is written over the typed name. The signature is fluid and cursive, with a large loop at the beginning.

Harold E. Wolfe, Jr.

HEW:eb
Encls.

cc: Omar Del Rio, C.P.A.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION

OF

DEL RIO DEVELOPMENT, L.L.C.

We, the undersigned, hereby form and create a limited liability company pursuant to Chapter 608 and Fla. Stat. §608.407 of the laws of the State of Florida, do hereby execute and adopt these Articles of Organization to be filed with the Florida Department of State and do hereby state and certify the following:

ARTICLE I - NAME OF LIMITED COMPANY

In accordance with Fla. Stat. §608.406, the limited liability company's name shall be "DEL RIO DEVELOPMENT, L.L.C."

ARTICLE II - PERIOD OF DURATION OF LIMITED COMPANY

This limited liability company shall have a duration of ninety-nine (99) years from the effective date of these Articles of Organization. This limited liability company's existence shall begin at the date and time when these Articles of Organization are filed with the Florida Department of State, all in accordance with Fla. Stat. §608.409(1).

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TALLAHASSEE, FLORIDA

ARTICLE III - LOCATION OF PRINCIPAL OFFICE

The mailing and street address of this limited liability company's principal office is as follows:

Mailing Address/Street Address:

2324 S. Congress Avenue, Suite 2C
West Palm Beach, FL 33406.

ARTICLE IV - REGISTERED OFFICE AND REGISTERED AGENT

The street address of this limited liability company's initial registered address in the State of Florida is 2324 S. Congress Avenue, Suite 2C, West Palm Beach, FL 33406. The name of the registered agent at such registered office is OMAR DEL RIO, C.P.A.

ARTICLE V - ADMISSION OF NEW MEMBERS

Members may admit additional new Members in compliance with the terms and conditions of this article. A new Member may be admitted into this limited liability company only if (i) such new Member acquires ownership units in this limited liability company, (ii) any first refusal rights or other restrictions on ownership unit transferability granted under any operating agreement then in effect governing this limited liability company are complied with, (iii) such new Member agrees to comply with any operating agreement then in effect governing this limited liability company and (iv) such new Member executes such instruments as the other Members determine are necessary or desirable to effect such admission and to confirm the agreement of the person or entity being admitted as a new Member to be bound by all the covenants, terms and conditions of these Articles of Organization and any operating agreement then governing this limited liability company then in effect. Said new Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount commensurate with the formula prescribed in Article VIII hereof.

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TALLAHASSEE, FLORIDA

ARTICLE VI - CONTINUATION OF BUSINESS

The remaining Members of this limited liability company are specifically given the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or the occurrence of an event which terminates the continued membership of a Member in this limited liability company; it being the intent of the Members hereunder that the existence of this limited liability company be for the term of years set forth in Article II hereof.

ARTICLE VII - COMPOSITION OF MANAGEMENT

This limited liability company is to be managed by multiple managers. The names and addresses of such managers who shall serve as Managers until successors are elected and qualified are:

<u>Name of Manager</u>	<u>Address</u>
Omar Del Rio	1190 Emerald Drive Singer Island, Fl 33404
Omar F. Del Rio	120 M. Street, North, Apt. I Lake Worth, FL 33460
Oscar Del Rio	1712 Glen Echo Way Mariette, GA 30062
Jorge A. Del Rio	12030 Waterside View Drive, #32 Reston, VA 20194

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TALLAHASSEE, FLORIDA

If this limited liability company subsequently adopts an operating agreement, such operating agreement shall specify the method of electing managers and designating successors to any managers of this limited liability company.

ARTICLE VIII - OWNERSHIP UNITS

The maximum number of ownership units that this limited liability company is authorized to have outstanding is one million (1,000,000) units, all of which shall be identical units. This limited liability company is not obligated to issue all of its authorized outstanding units but rather may issue to initial Members a portion of its authorized ownership units and reserve a portion of such ownership units for future authorization to future Members, if any. Each of such ownership units shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one is the numerator and the total number of units outstanding is the denominator. Each Member shall receive a capital interest and an interest in the net profits and net losses and cash flow of this limited liability company in an amount equal to that ratio in which one is the numerator and the total number of units outstanding is the denominator.

ARTICLE IX - PURPOSE OF LIMITED LIABILITY COMPANY

The purpose for which this limited liability company is formed is to engage in any lawful acts or other activities for which limited liability companies may be formed under Chapter 608 of the Florida Statutes. Additionally, this limited liability company shall engage in the ownership, investment and sale of real estate (including undeveloped land), mortgages and other investment vehicles.

ARTICLE X - OPERATING AGREEMENT

Upon the unanimous written consent of all members hereto, this limited liability company may adopt an "Operating Agreement" which shall govern the operations of this limited liability company, shall prescribe the method for electing managers and designating successors, shall, if the Members so elect, grant first refusal rights or other restrictions on ownership unit transferability

and govern legal arrangements among Members. Nothing in these Articles of Organization shall compel the Members to adopt such an Operating Agreement unless they deem same desirable.

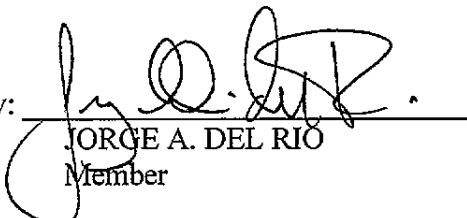
IN WITNESS WHEREOF, the undersigned, a member of this limited liability company has executed these Articles of Organization on this 31st day of October, 2000.

DEL RIO DEVELOPMENT, L.L.C.

By: 
OMAR DEL RIO
Member

By: 
OMAR F. DEL RIO
Member

By: 
OSCAR DEL RIO
Member

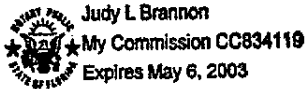
By: 
JORGE A. DEL RIO
Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME personal appeared OMAR DEL RIO, a Member of this liability company, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced _____ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 31st day of October, 2000.



Judy L. Brannon
Notary Public
State of Florida at Large
My Commission No. is:

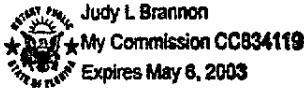
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

My Commission Expires:

STATE OF FLORIDA)
) SS.
COUNTY OF PALM BEACH)

BEFORE ME personal appeared OMAR F. DEL RIO, a Member of this liability company, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced _____ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 31st day of October, 2000.



Judy L. Brannon
Notary Public
State of Florida at Large
My Commission No. is:

My Commission Expires:

STATE OF GEORGIA)
) SS.
COUNTY OF COBB)

BEFORE ME personal appeared OSCAR DEL RIO, a Member of this liability company, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced Florida Driver's license as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 25th day of October, 2000.

Romaine Diamond
Notary Public
State of Georgia
My Commission No.



My Commission Expires: 1/24/04

District of
STATE OF VIRGINIA)
Columbia) SS.
COUNTY OF FAIRFAX)

BEFORE ME personal appeared JORGE A. DEL RIO, a Member of this liability company, the signor who personally appeared before me at the time of this notarization, and is personally known to me or has produced _____ as identification and is known to be the person described in and who executed the foregoing instrument and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 27th day of October, 2000.

Marcia V. Plummer
Notary Public
State of Virginia
My Commission No. is: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

My Commission Expires:

MARCIA V. PLUMMER
Notary Public-District of Columbia
My Commission Expires: 01-01-03

CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED.

In compliance with Sections 608.415 and 48.061, Florida Statutes, the following is
submitted:

That DEL RIO DEVELOPMENT, L.L.C. desiring to organize or qualify under the laws of
the State of Florida as a limited liability company with its principal place of business in the Town
of Singer Island, State of Florida, has named OMAR DEL RIO, C.P.A., located at 2324 S.
Congress Ave., Suite 2C, West Palm Beach, FL 33406 as its agent to accept service of process.

Signature: *Omar del Rio*
OMAR DEL RIO, C.P.A.

Title: Incorporating Member

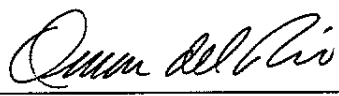
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, the undersigned does hereby accept his appointment as Registered Agent on whom process may be served within the State of Florida for this limited liability company named in the foregoing Articles of Organization and by affixing such Registered Agent's signature below states that he is familiar with, and accepts the obligations of that position.

REGISTERED AGENT:


OMAR DEL RIO, C.P.A.

10/31/00
DATE

DEL RIO DEVELOPMENT, LL.C./Articles of Organization

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA