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Law Office of Ralph Yammine
770 Claughton Island Drive, Suite 1115
Miami, Florida 33131
Tel: 305-371-6162 Fax: 305-718-0660
Email: Yamminelaw@aol.com

Pamela Hall
Florida Department of State
Division of Corporation
409 E. Gaines St.
Tallahassee, Florida 32399

Re: Miami Real Estate Group, LLC

Dear Pamela Hall:

I am sending the Articles of Organization for the Miami Real Estate Group, LLC to your attention per our phone conversations. I just wanted to summarize the situation so that you can recall what we had talked about. I originally planned on organizing this company as a corporation. I sent to the Div. Of Corp. the articles of corporation as well as a check for \$70. I then called you and told you not to file it, that I would send Articles of Organization for an LLC instead. You kept the \$70 on file and told me to send the balance for an LLC (\$125 - \$70 = \$55). The reference number of the original filing for the corporation is w00000028594. Enclosed you will find:

☒ An original Articles of Organization

☒ One copy of the Articles of Organization

☒ An original Certificate of Designation of Registered Agent/Office

☒ A check or money order in the amount of \$ 55.⁰⁰ (BALANCE DUE)

LLC Name:

Miami Real Estate Group, LLC

Name:

Ralph Yammine, Esq.

Address:

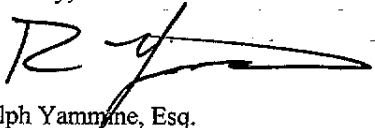
770 Claughton Island Drive, Suite 1115
Miami, Florida 33131

Daytime Phone:

305-371-6162

Please send responses or receipts concerning this filing to the above address.
Thank you for your help, Pamela.

Sincerely,



Ralph Yammine, Esq.

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-11/21/00--01018--007
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01 JAN 18 PM 2:47
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF ORGANIZATION

OF

Miami Real Estate Group, LLC

a Florida limited liability company

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 JAN 18 PM 2:47

1. The name of this limited liability company is Miami Real Estate Group, LLC (the "Company").
2. The Company is being formed for the following purposes:
 - a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
 - b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
 - c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the limited liability company or which at any time appear conducive thereto or expedient.

This Company shall have all of the powers enumerated in the Florida Limited Liability Company Act, as amended from time to time.

3. The principal place of business, street address and the mailing address of the Company is:

1717 North Bayshore Drive, Suite 2246
Miami, Florida 33132

4. The name and street address of the registered agent of the Company is:

Romain Pigeon
1717 North Bayshore Drive, Suite 2246
Miami, Florida 33132

5. The Company shall be a manager-managed company.
6. The Company shall indemnify any and all of its members, officers, employees or agents or former officers, employees or agents or any person or persons who may have served at its

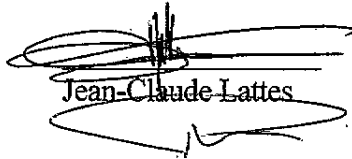
request as an officer, employee or agent of another company, corporation, partnership, joint venture, trust or other enterprise in which it owns an equity interest or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or their legal representative may be made a party or may be threatened to be made a party, by reason of such person being or having been an officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any officer, employee or agent may be entitled as a matter of law or which such person may be lawfully granted.

IN WITNESS WHEREOF, the undersigned members of Miami Real Estate Group, LLC, has executed these Articles of Organization this 30th day of December, 2000.

MEMBERS:



Romain Pigeon



Jean-Claude Lattes



Sergio Piano

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been appointed as Registered Agent for Miami Real Estate Group, LLC, at the place designated in the Articles of Organization of Miami Real Estate Group, LLC, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto. The undersigned is familiar with, and accepts, the obligations of a Registered Agent under the Florida Limited Liability Company Act.

By: 

Name: Rodain PIGEON