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AL

LIMITED LIABILITY COMPANY

SOUTHERN FACILITIES DEVELOPMENT LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
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ARTICLES OF ORGANIZATION
OF
SOUTHERN FACILITIES DEVELOPMENT LLC

FAX AUDIT NO.:
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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 SOUTHERN FACILITIES DEVELOPMENT 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 2901 SW 8th Street, Suite 204 Miami, Florida 33131.

THIS DOCUMENT PREPARED BY:

Mark J. Scheer, Esq.
Gunster Yoakley
Suite 3500 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131
Florida Bar No.: 0710430

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Article IV
Initial Registered Office and Agent

The street address of the initial registered office of this Company is 2 South Biscayne Boulevard, Suite 3500, Miami, Fl. 33131 and the name of the initial registered agent of this Company at that address is Valdes-Fauli Corporate Services, Inc.

Article V
Unit Certificates

Each Member's interest in the Company shall be evidenced by a membership or certificate.

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
Board of Managers

This company shall be managed by Managers who shall be appointed by the Members. The initial Managers, and their addresses, are as follows:

Charles Abele Jr.
2901 SW 8th Street, Suite 204
Miami Fl. 33135

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Jose Boschetti
2901 SW 8th Street, Suite 204
Miami FL 33135

Article IX
Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a limited liability company as set forth in the applicable provisions of the Florida Limited Liability Company Act (currently section 608.4229(1) and (2) of the Florida Statutes) as the same may be amended from time to time, the Limited Liability Company shall indemnify its officers and directors and may indemnify its employees and agents, to the fullest extent permitted by the provision of such Law, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (other than in an action, suit or proceeding brought by this Company upon authorization of the Board of Managers) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or manager. Expenses (including attorney fees) incurred by any manager, officer or director in defending any civil, criminal, administrative or investigative action suit or proceeding shall be paid by the Company in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such manager, director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the Company as authorized in this Section. Such expenses (including attorney fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the managers deem appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other right to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders managers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to person who has ceased to be a director, manager, officer, employee or agent and shall inure to the benefit of the heirs and personal and other legal representatives of such person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.


Article X
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.

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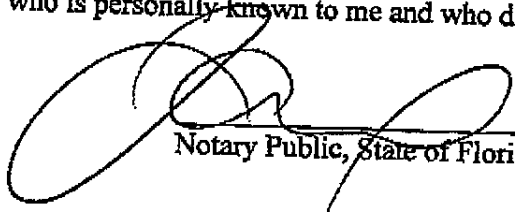
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IN WITNESS WHEREOF, the undersigned authorized representative of the initial member
has executed these Articles the 31st day of January, 2001.


Charles R. Abele Jr., Authorized Representative

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

The foregoing instrument was acknowledged before me this 31st day of January,
2001 by Mark J. Scheer, Esq., who is personally known to me and who did not take an oath.
Charles R. Abele, Jr.


Notary Public, State of Florida at Large

My Commission Expires:



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ACCEPTANCE BY REGISTERED AGENT

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

Valdes-Fauli Corporate Services, Inc.

By



Mark J. Scheer, Vice President

Dated: 31 day of January 2001.

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