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To: Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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LIMITED LIABILITY COMPANY

9420 w bay harbor drive ii, llc

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ARTICLES OF ORGANIZATION OF
9420 W BAY HARBOR DRIVE II, LLC
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned desiring to form a Limited Liability Company under and pursuant to Section 608.404 of the Limited Liability Act, pursuant to Chapter 608 of the Florida Statutes, of the State of Florida, do hereby certify as follows:

FIRST: The name of said limited liability company shall be 9420 W BAY HARBOR DRIVE II, LLC, and the mailing address and the street address of the principal office of the limited liability company shall be 9420 W Bay Harbor Drive, Bay Harbor Island, Florida 33154.

SECOND: 9420 W BAY HARBOR DRIVE II, LLC, shall have a perpetual duration from the date of filing of these Articles of Organization.

THIRD: The purposes for which, 9420 W BAY HARBOR DRIVE II, LLC is formed are:

- (A) to engage in real estate ventures; and
- (B) to engage in such other lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Statutes of the State of Florida.

FOURTH: The maximum number of ownership units which, 9420 W BAY HARBOR DRIVE II, LLC, is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which shall represent the ownership of that

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percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

FIFTH: The limited liability company shall be manager-managed and will have five (5) Members:

Name: GUILLERMO CRISTIAN MANSILLA

Percentage of Ownership: 20%

Name: ADOLFO MULER

Percentage of Ownership: 20%

Name: ALEJANDRO ADRIAN ZALESKI

Percentage of Ownership: 20%

Name: ERNESTO LUIS BRODSCHI

Percentage of Ownership: 20%

Name: EDUARDO ROBERTO BRUKMAN

Percentage of Ownership: 20%

SIXTH: The initial Board of Directors will be:

President: Eduardo Brukman

Vice-President: Guillermo Cristian Mansilla

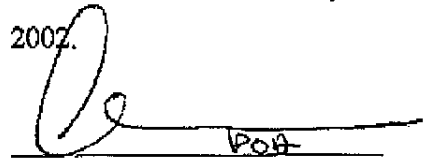
Treasurer: Adolfo Muler

Secretary: Alejandro A. Zaleski and Ernesto L. Brodschi

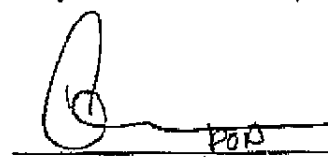
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SEVENTH: The name and mailing address of the company's registered agent is OSCAR GRISALES-RACINI, whose mailing address is 999 Brickell Avenue, Suite 700, Miami, Florida 33131.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 19th day of March, 2002.

A handwritten signature in black ink, appearing to be "Guillermo", followed by a horizontal line and the letters "POA" in purple ink.

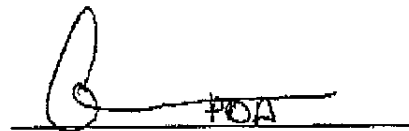
By: Guillermo Cristian Mansilla
Member

A handwritten signature in black ink, appearing to be "Adolfo", followed by a horizontal line and the letters "POA" in purple ink.

By: Adolfo Muler
Member

A handwritten signature in black ink, appearing to be "Eduardo", followed by a horizontal line and the letters "POA" in purple ink.

By: Eduardo Roberto Brukman
Member

A handwritten signature in black ink, appearing to be "Ernesto", followed by a horizontal line and the letters "POA" in purple ink.

By: Ernesto Luis Brodschi
Member

A handwritten signature in black ink, appearing to be "Alejandro", followed by a horizontal line and the letters "POA" in purple ink.

By: Alejandro Adrian Zaleski
Member

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Designation and Acceptance of Registered Agent

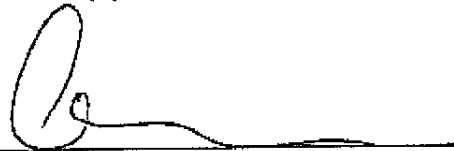
Pursuant to the provisions of Florida Statutes, the undersigned limited liability Company organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the limited liability Company is 9420 W BAY HARBOR DRIVE II, LLC
2. The name of the registered agent is OSCAR GRISALES-RACINI
3. The address of the registered agent/registered office is 999 Brickell Avenue Suite 700, Miami, Florida 33131.

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Acceptance

Having been named as registered agent and designated to accept service of process for the above limited liability company, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



By: OSCAR GRISALES-RACINI, ESQ
For the Firm

Date: March 19, 2002

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