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LAW OFFICES OF
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DEAR SIR OR MADAM,

ENCLOSED PLEASE FIND THE ARTICLES OF
ORGANIZATION. ANY QUESTIONS PLEASE CONTACT
ME AT THE ABOVE NUMBERS.

Thank you

Richard Lydecker

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
SOUTHERN WATERFRONT DEVELOPMENT, L.L.C.**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is SOUTHERN WATERFRONT DEVELOPMENT, L.L.C. (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

2655 LeJeune Road
Suite 534
Coral Gables, Florida 33134

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 2655 LeJeune Road, Suite 534, Coral Gables, Florida 33134 as the street address of the initial registered office of the Company and names Richard Lydecker, Esq. as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

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ARTICLE V. DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

ARTICLE VI. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VII. ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

ARTICLE VIII. OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 26th day of April, 2002.

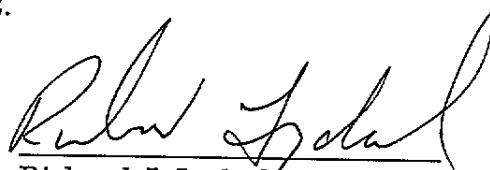


Richard Lydecker, Esq.
Duly Authorized Representative of a
Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for Southern Waterfront Development, L.L.C. to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that I am familiar with, and accept, the obligations of such position on this 26th day of April, 2002.



Richard J. Lydecker, Esq.

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