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From:
Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

real estate international investments & development,

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ARTICLES OF ORGANIZATION OF
REAL ESTATE INTERNATIONAL INVESTMENTS &
DEVELOPMENT, 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 REAL ESTATE INTERNATIONAL INVESTMENTS & DEVELOPMENT, LLC, and the mailing address and the street address of the principal office of the limited liability company shall be 5287 NW 161st Street, Miami, Florida 33014.

SECOND: REAL ESTATE INTERNATIONAL INVESTMENTS & DEVELOPMENT, LLC, shall have a perpetual duration from the date of filing of these Articles of Organization.

THIRD: The purposes for which, REAL ESTATE INTERNATIONAL INVESTMENTS & DEVELOPMENT, 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, REAL ESTATE INTERNATIONAL INVESTMENTS & DEVELOPMENT, 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 percentage of the total units outstanding at any time

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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 member-managed and will have two (2) Members:

Name: LOMAS DE PILAR, S.A.

Percentage of Ownership: 51%

Name: ELIAS PERCHIK

Percentage of Ownership: 49%

SIXTH: The initial Board of Directors will be constituted as follows:

Name: Elias Perchik (President)

Address: 5287 NW 161st Street, Miami, Florida 33014.

Name: Dario Perchik (Vice-President/Secretary)

Address: 5287 NW 161st Street, Miami, Florida 33014.

SIXTH: The name and mailing address of the company's registered agent is OSCAR GRISALES-RACINI, whose mailing address is 1001 Brickell Bay Drive, Suite 2600, Miami, Florida 33131.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 26th day of June, 2002.



By: ELIAS PERCHIK
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 REAL ESTATE INTERNATIONAL INVESTMENTS & DEVELOPMENT, LLC
2. The name of the registered agent is OSCAR GRISALES-RACINI.
3. The address of the registered agent/registered office is 1001 Brickell Bay Drive, Suite 2600, Miami, Florida 33131.

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

Date: June 24, 2002

Handwritten: Harrison

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