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Phone : (305) 672-0686
Fax Number : (305) 672-9110

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LIMITED LIABILITY COMPANY

Blue, A Development Company, LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Blue, A Development Company, LLC

Article II. Address

The Company's street and mailing address is:
Blue, A Development Company, LLC
1680 Michigan Ave
Miami Beach FL 33139

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Timothy G. DuPont-Stinedurf
1680 Michigan Ave
Miami Beach FL 33139

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

H. James Montalvo | FL Bar Member 887056
H. James Montalvo, P.A.
c/o Steele & Hanson, P.A.
328 Minorca Avenue, 2nd Floor
Coral Gables FL 33134
305-357-0596

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Article V. Management

This will be a manager-managed company. The name and address of each manager is:

TIMOTHY G. DUPONT-STINEDURF
1680 Michigan Ave Miami Beach Fl 33139

Article VI. Company Existence

The Company's existence shall begin effective as of July 10, 2002.

The undersigned authorized representative of a member executed these Articles
Organization on July 11, 2002.



H. JAMES MONTALVO
by J.A. Fine as attorney-in-fact

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

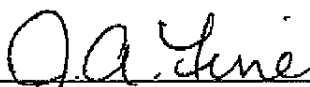
Blue, A Development Company, LLC

REGISTERED AGENT/OFFICE:

Timothy G. DuPont-Stinedurf
1680 Michigan Ave
Miami Beach FL 33139

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

FILED
JUL 11 2002
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA



TIMOTHY G. DUPONT-STINEDURF
by J.A. Fine as attorney-in-fact

Date: July 11, 2002

H. James Montalvo | FL Bar Member 887056
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