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REPLY TO

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*OF COUNSEL

VIA FEDERAL EXPRESS

Ms. Tammy Klein
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Re: Adrian Development Group at Doral, Inc. and Adrian-PMBC Homes at Doral, L.L.C.

Dear Tammy:

Enclosed please find the Articles of Incorporation for Adrian Development Group at Doral, Inc. and the Articles of Organization of Adrian-PMBC Homes at Doral, L.L.C.

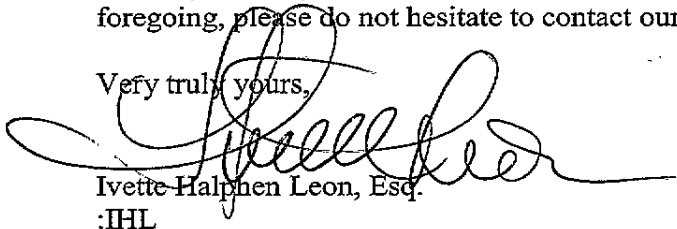
Please process these as soon as possible as we have a closing scheduled for Wednesday.

I have enclosed the filing fee for each of these entities and a return Federal Express envelope for your convenience. Please return the filed documents along with Certificates of Good Standing for both entities by facsimile at (305) 221-5321 and by Federal Express in the envelope provided.

Please call me upon receipt of this package, as I'd like to confirm that the member named PMBC Homes at Doral, L.L.C. was already formed.

Thank you for your assistance in this matter. Should you have any questions regarding the foregoing, please do not hesitate to contact our offices.

Very truly yours,


Ivette Halphen Leon, Esq.
:IHL

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**ARTICLES OF ORGANIZATION OF
ADRIAN-PMBC HOMES AT DORAL, L.L.C.**

The undersigned hereby subscribes these Articles of Organization for the purposes of organizing a limited liability company under the laws of the State of Florida.

**ARTICLE I.
NAME**

The name of the Limited Liability Company is Adrian-PMBC Homes at Doral, L.L.C. (the "Company").

**ARTICLE II.
PRINCIPAL OFFICE**

The mailing and street address of this Company's principal office shall be 2450 S.W. 137th Avenue, Suite 228, Miami, Florida 33175.

**ARTICLE III
PURPOSE**

The Limited Liability Company is organized to engage in and do any lawful act concerning any lawful business, other than banking and insurance, for which a limited liability company may be organized in accordance with the Florida Statutes Annotated Sections 608.401 to 608.471, including all powers and purposes now and hereafter permitted by law to a limited liability company.

**ARTICLE IV.
REGISTERED AGENT AND REGISTERED OFFICE**

The registered agent of this Company shall be A&P Registered Agent, Inc., whose business address is 2450 S.W. 137th Avenue, Suite 221, Miami, Florida 33175, which shall be the registered office of this limited liability company.

**ARTICLE V.
MANAGEMENT OF THE COMPANY**

The management of the Company shall be reserved to the members.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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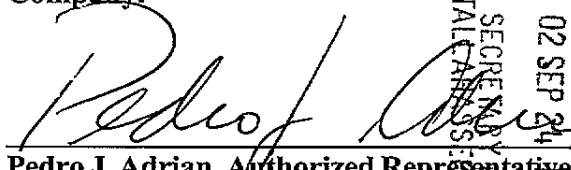
**ARTICLE VI
MEMBERS**

The Company shall have two (2) members. The members are as follows:

1. Adrian Development Group at Doral, Inc.
2. PMBC Homes at Doral, L.L.C.

**ARTICLE VII
ADDITIONAL MEMBERS**

Additional members may be admitted to the Company upon the approval of all then-existing members of the Company and upon the terms and conditions as shall be established by agreement of all then-existing members of the Company.

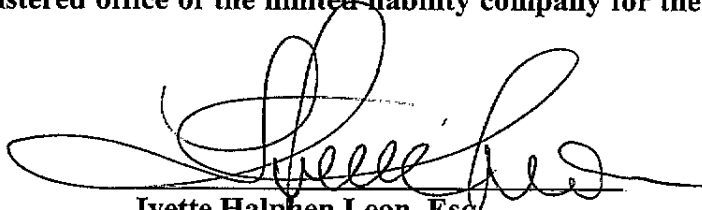

Pedro J. Adrian, Authorized Representative
of Member, ADRIAN DEVELOPMENT
GROUP AT DORAL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**STATEMENT OF ACCEPTANCE
OF
REGISTERED AGENT OF
Adrian-PMBC Homes at Doral, L.L.C.**

In accordance with the Florida Limited Liability Company Act, sections 608.407(1)(d) and 608.415(2), the undersigned hereby accepts the appointment as registered agent of the above captioned limited liability company. The registered agent further acknowledges that 2450 S.W. 137th Avenue, Suite 221, Miami, Florida 33175 is the business office address of the registered agent, which will be the registered office of the limited liability company for the service of process.

Date: September 23, 2002



**Ivette Halphen Leon, Esq.
A&P Registered Agent, Inc.,
Registered Agent**

**FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA**