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To:
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Fax Number : (850)205-0383

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

LIMITED LIABILITY COMPANY**American Development, LLC**

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DIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
American Development, LLC

Article II. Address

The Company's street and mailing address is:
American Development, LLC
12550 Biscayne Blvd.
Suite 1500
Miami FL 33181 USA

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Eduardo Garcia, Esq.
Grand Bay Plaza
2665 S. Bayshore Drive, Suite 200
Coconut Grove FL 33133 UNITED STATES

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.

Eduardo Garcia, Esq. | FL Bar Member 19526
Garcia & Baloyra
Grand Bay Plaza
2665 S. Bayshore Drive, Suite 200
Coconut Grove FL 33133
305-358-4800

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Article V. Management

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

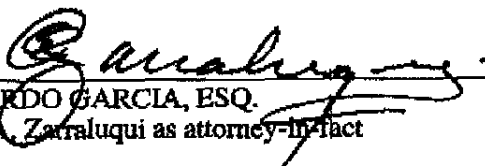
OSCAR CAMARA
12550 Biscayne Blvd. Suite 1500 Miami FL 33181
GABRIEL GRACIOSI
12550 Biscayne Blvd. Suite 1500 Miami FL 33181
RAFAEL JUAREZ
12550 Biscayne Blvd. Suite 1500 Miami FL 33181
TEODORO GONZALEZ
12550 Biscayne Blvd. Suite 1500 Miami FL 33181

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TALLAHASSEE, FLORIDA

Article VI. Company Existence

The Company's existence shall begin effective as of November 4, 2002.

The undersigned authorized representative of a member executed these Articles of Organization on November 4, 2002.



EDUARDO GARCIA, ESQ.
by C. A. Zarraluqui as attorney-in-fact

Eduardo Garcia, Esq. | FL Bar Member 19526
Garcia & Baloyra
Grand Bay Plaza
2665 S. Bayshore Drive, Suite 200
Coconut Grove FL 33133
305-358-4800

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:


American Development, LLC

REGISTERED AGENT/OFFICE:

Eduardo Garcia, Esq.
Grand Bay Plaza
2665 S. Bayshore Drive, Suite 200
Coconut Grove FL 33133
UNITED STATES

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TALLAHASSEE, FLORIDA

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.


EDUARDO GARCIA, ESQ.
by C. A. Zarraluqui as attorney-in-fact

Date: November 4, 2002

Eduardo Garcia, Esq. | FL Bar Member 19526
Garcia & Baloyra
Grand Bay Plaza
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305-358-4800

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