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Florida Department of State
Division of Corporations
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To:

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Fax Number : (850)205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
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LIMITED LIABILITY COMPANY

flamingo homes, llc

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 JUN 30 PM 3:04

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FLORIDA DEPARTMENT OF STATE

Ken Detzner
Secretary of State

January 30, 2003

EMPIRE

SUBJECT: FLAMINGO HOMES, LLC
REF: W03000002734

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DIVISION OF CORPORATION

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6025.

Trevor Brumbley
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ARTICLES OF ORGANIZATION
OF
FLAMINGO HOMES, LLC

The undersigned member(s) to these Articles of Organization hereby form a limited liability company under the laws of the State of Florida.

ARTICLE I
NAME OF THE COMPANY

The name of this company shall be: FLAMINGO HOMES, LLC

ARTICLE II
PURPOSES/NATURE OF BUSINESS

The general nature of the business to be transacted by this limited liability company is any activity and/or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
TERM OF EXISTENCE

This limited liability company shall have perpetual existence.

ARTICLE IV
MAILING ADDRESS OF COMPANY

The mailing address of this limited liability company in the State of Florida is:

c/o HUGO E. DORTA, Esquire
801 Brickell Avenue, Suite 905 Miami, Florida 33131

ARTICLE V
STREET ADDRESS OF COMPANY

The street address of the principal office of this limited liability company in the State of Florida is:

c/o HUGO E. DORTA, Esquire
801 Brickell Avenue, Suite 905 Miami, Florida 33131

ARTICLE VI
ADMISSION OF NEW MEMBERS

The Company may admit new members as provided in the Operating Agreement of the limited liability company.

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ARTICLE VII
AMENDMENT(S) AND/OR MODIFICATION(S)

These Articles of Organization may be amended, modified and/or changed in the manner provided for in the Operating Agreement of this limited liability company.

ARTICLE VIII
REGISTERED AGENT AND REGISTERED AGENT'S ADDRESS

The Registered Agent for the said limited liability company shall be and the registered agent's address shall be located at:

c/o HUGO E. DORTA, P.A.
801 Brickell Avenue, Suite 905 Miami, Florida 33131

or such other place as the company shall from time to time designate, with appropriate notice being given to the Secretary of State.

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ARTICLE IX
MANAGER-MANAGEMENT AND MANAGER-MANAGEMENT AUTHORITY

The limited liability company is to be managed by a single manager, and is therefore, a Manager-Managed Company. The name and street addresses of the first Manager of the limited liability company, who, subject to the Operating Agreement, and the laws of the State of Florida, shall be:

MANAGER NAME/ADDRESS

1. Homestead Land Partners, Inc
A Florida Corporation
c/o Hugo E. Dorta, Esquire
801 Brickell Avenue, Suite 905
Miami, Florida 33131

ARTICLE X
NAMES OF INITIAL MEMBERS OF THE COMPANY

The name and street addresses of the Initial Members of the limited liability company, who, subject to the Operating Agreement, and the laws of the State of Florida, shall be:

INITIAL MEMBERS/STREET ADDRESS

- 1) Homestead Land Partners, Inc, a Florida Corporation
c/o Hugo E. Dorta, Esquire
801 Brickell Avenue, Suite 905, Miami, Florida 33131
- 2) Carlos Daniel Gaset and Joaquin Ramon Gaset
c/o Hugo Dorta, Esquire 801 Brickell Ave. Suite 905 Miami, Florida 33131
- 3) Jorge Alejandro Diez de Oyarza
c/o Hugo Dorta, Esquire 801 Brickell Avenue, Suite 905 Miami, Florida 33131
- 4) Gabel Investment Corporation
c/o Galow Trading
6993 NW 82 Avenue, Bay -24 Miami, Florida 33166

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned Member(s) have executed the foregoing Articles of Organization at Miami-Dade County, Florida on this 10th day of January, 2003.

~~Homestead Partners, Inc
a Florida Corporation~~

~~Hugo E Dorta, President~~

STATE OF FLORIDA
COUNTY OF MIAMI DADE

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared

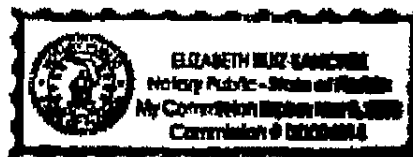
HUGO E DORTA

who acknowledged to having executed the foregoing instrument as PRESIDENT and DIRECTOR/OFFICER of aforesaid corporation organized/existing under State of Florida and (X) who is personally known to me and/or () who has/have produced FLORIDA DRIVER'S LICENSE/PASSPORT as identification and who did take an oath. Such officer further acknowledges that the execution of the foregoing instrument was the voluntary act and deed of aforesaid corporation pursuant to the authority lawfully conferred and duly vested in such officer by aforesaid corporation; and that the corporate seal affixed thereto is the true and genuine corporate seal of aforesaid corporation.

Witnessed hand and seal in Miami-Dade and State of Florida aforesaid on this 10th day of JANUARY, 2003.

(Sign) *Elizabeth Ruiz Sanchez*
Notary Public-State of Florida

(Affix Notary Public's Seal)



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CERTIFICATE AND ACKNOWLEDGEMENT
ACCEPTING DESIGNATION AS AGENT

UPON WHOM SERVICE OF PROCESS WITHIN THIS STATE MAY BE SERVED

Pursuant to Florida Statutes, Chapter 608, the undersigned agrees to act in the capacity of registered agent and to accept the service of process for the above-stated limited liability company at the place designated in the Articles of Organization. The undersigned further agrees to fully comply with the provisions of all applicable statutes and laws of the State of Florida relating to the proper and complete discharge of its duties.

(Sign)

Registered Agent

Print Name: HUGO E. DORTA, PRESIDENT

STATE OF FLORIDA)
 COUNTY OF DADE)

BEFORE ME, the undersigned authority, duly authorized to administer oaths and take acknowledgments, personally appeared

HUGO E. DORTA

who acknowledged to having executed the foregoing instrument as PRESIDENT of aforesaid corporation organized/existing under State of Florida and (x) who is personally known to me and/or () who has/have produced FLORIDA DRIVER'S LICENSE

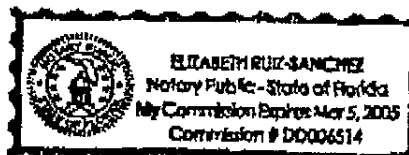
as identification and who did take an oath. Such officer further acknowledges that the execution of the foregoing instrument was the voluntary act and deed of aforesaid corporation pursuant to the authority lawfully conferred and duly vested in such officer by aforesaid corporation; and that the corporate seal affixed thereto is the true and genuine corporate seal of aforesaid corporation.

Witnessed hand and seal in County of Dade and State of Florida aforesaid on this 10TH day of JANUARY, 2003.

(Sign)

Notary Public-State of Florida

(Affix Notary Public's Seal)



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