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TALLAHASSEE, FLORIDA



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Nibaldo J. Capote, Esq.

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VIA FEDERAL EXPRESS

March 7, 2003

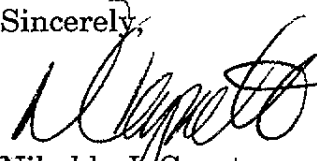
Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL

Re: Empowerment Realty, LLC

Ladies and Gentlemen:

Enclosed herein are the original Articles of Organization on behalf of the above captioned limited liability company. Also enclosed is a check in the amount of \$155.00 to cover the requisite filing and certified copy fees. Please forward the certified copy of the Articles of Organization to me in the enclosed prepaid, self-addressed Federal Express envelope. If you have any questions, please call me at (305) 789-7537.

Sincerely,



Nibaldo J. Capote
Duly Authorized Representative
Of a Member

Enclosures
NJC

MIA1 #1209448 v1

**ARTICLES OF ORGANIZATION
OF
EMPOWERMENT REALTY, LLC**

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TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is EMPOWERMENT REALTY, LLC (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

500 N.W. 24th Street
Suite I
Miami, FL 33127

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 500 N.W. 24th Street, Suite I, Miami, FL 33127 as the street address of the initial registered office of the Company and names Victor M. Ballestas as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

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ARTICLE V.

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

ARTICLE VI.

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VII.

ADDITIONAL MEMBERS

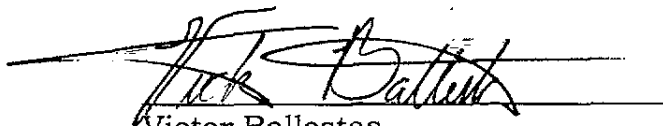
Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

ARTICLE VIII.

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 3rd day of March, 2003.


Victor Ballestas
Sole Member

ACCEPTANCE OF REGISTERED AGENT

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The undersigned agrees to act as registered agent for EMPOWERMENT REALTY, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that the undersigned is familiar with, and accepts, the obligations of such position on this 3rd day of March, 2003.

By: 
Name: Victor Ballestas
Title: Member