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Division of Corporations
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TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

COSTA BLANCO HOMES, L.L.C.

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DIVISION OF CORPORATIONS

41503



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 14, 2003

EMPIRE

SUBJECT: COSTA BLANCA HOMES, L.L.C.
REF: W03000010589

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.

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Document Specialist

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TALLAHASSEE, FLORIDA

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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**ARTICLES OF ORGANIZATION
OF
COSTA BLANCA HOMES, L.L.C**

ARTICLE I

The name of this Limited Liability Company shall be: **COSTA BLANCA HOMES, L.L.C.**

ARTICLE II

The Limited Liability Company shall exist for a period of thirty years.

ARTICLE III

This Limited Liability Company is created for any lawful business purpose, except that special statutes for the regulation and control of specific types of business shall control when in conflict herewith.

The members may continue the business of this Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member.

ARTICLE IV

The place of business and mailing address of this Limited Liability Company shall be 209 West 21st Street, Hialeah, Florida 33010, and such other place or places as the members from time to time may determine. The initial registered agent of the Limited Liability Company shall be John M. Rodriguez, Esq.

The initial registered office address shall be 7600 West 20th Avenue, Suite 220, Hialeah, Florida 33016.

ARTICLE V

The members of this Limited Liability Company, and their respective membership shares are:

MIGUEL A. SEMPERE	40%
MERCEDES SEMPERE	40%
JAIME SEMPERE	20%

ARTICLE VI

The Limited Liability Company will be managed by three managers. The initial managers shall be: MIGUEL A. SEMPERE, MERCEDES SEMPERE, and JAIME SEMPERE. Their addresses are:

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MIGUEL A. SEMPERE
209 West 21st Street
Hialeah, Florida 33010

MERCEDES SEMPERE
209 West 21st Street
Hialeah, Florida 33010

JAIME SEMPERE
209 West 21st Street
Hialeah, Florida 33010

ARTICLE VII

The Limited Liability Company does hereby indemnify its Managers for any of their conduct on behalf of or related to their duties as Managers of the Limited Liability Company and holds them harmless for any acts on behalf of or in connection with their services for the Company.

IN WITNESS WHEREOF, THE PARTIES HERETO HAVE EXECUTED THESE ARTICLES OF ORGANIZATION.


MIGUEL A. SEMPERE


MERCEDES SEMPERE


JAIME SEMPERE


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 APR 14 AM 8:35


APPROVE
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STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 9th day of April, 2003, by MIGUEL A. SEMPERE, who have personally appeared before me, who are personally knoweto me, and who did take an oath.


NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Michele Gaines

STATE OF FLORIDA)
)SS:
COUNTY OF MIAMI-DADE)

 Michele Gaines
My Commission CCS02058
Expires April 30 2004

The foregoing instrument was acknowledged before me this 9th day of April, 2003, by MERCEDES SEMPERE, who have personally appeared before me, who are personally known to me, and who did take an oath.


NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Michele Gaines

STATE OF FLORIDA)


)SS:

COUNTY OF MIAMI-DADE)



Michele Gaines
My Commission CC932098
Expires April 30, 2004

The foregoing instrument was acknowledged before me this 9th day of April, 2003, by JAIME SEMPERE, who have personally appeared before me, who are personally known to me, and who did take an oath.


NOTARY PUBLIC, STATE OF FLORIDA
Print Name: _____



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WRITTEN ACCEPTANCE BY AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY, AT THE REGISTERED OFFICE DESIGNATED IN THE CERTIFICATE SET FORTH ABOVE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER STATE THAT I AM FAMILIAR WITH AND ACCEPT AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES AND THIS POSITION.

[Signature]
JOHN M. RODRIGUEZ, ESQ.
 AS REGISTERED AGENT FOR
 COSTA BLANCA HOMES, L.L.C.

STATE OF FLORIDA)
)SS:
 COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 9th day of April, 2003, by JOHN M. RODRIGUEZ, ESQ., who have personally appeared before me, who are personally known to me, and who did take an oath.

Priscilla Noalla
 NOTARY PUBLIC, STATE OF FLORIDA
 Print Name: PRISCILLA NOALLA

Print type or stamp name of Notary Public
 Personally known *[Signature]* Produced I.D. *[Signature]*
 Type of I.D. produced:



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