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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

KIVA HOLDINGS, LLC

Certificate of Status	0
Certified Copy	1
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ARTICLES OF ORGANIZATION OF
KIVA HOLDINGS, LLC
A FLORIDA LIMITED LIABILITY COMPANY

The undersigned desiring to form a Limited Liability Company under and pursuant to Section 608.404 of the Limited Liability Act, pursuant to Chapter 608 of the Florida Statutes, of the State of Florida, do hereby certify as follows:

FIRST: The name of said limited liability company shall be, KIVA HOLDINGS, LLC, and the mailing address and the street address of the principal office of the limited liability company shall be 2655 Le Jeune Rd. Suite 403. Coral Gables, Florida 33134

SECOND: KIVA HOLDINGS, LLC shall have a perpetual duration from the date of filing of these Articles of Organization, unless sooner dissolved.

THIRD: The purposes for which, KIVA HOLDINGS, LLC is formed are:

(A) To engage in the real estate business;

(B) To engage in such other lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Statutes of the State of Florida.

FOURTH: The maximum number of ownership units which, KIVA HOLDINGS, LLC, is authorized to have outstanding is one hundred (100), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

FIFTH: Additional capital contributions may be contributed only upon the unanimous vote of the members.

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KIVA HOLDINGS, LLC

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SIXTH: Additional members may be admitted only on such terms as are unanimously agreed to by all members pursuant to provisions in the operating agreement.

SEVENTH: The withdrawal of a member from this company may occur only on terms agreed on by the parties in the operating agreement, and subject to the limitations of the Florida Limited Liability Act. It is the express intention of the members of this company that each member is an integral part of this joint venture, and that no member should withdraw until the completion of the joint venture undertaking.

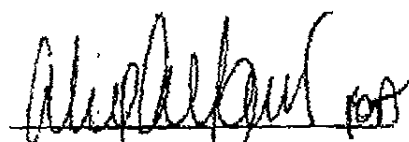
EIGHTH: The business of the company shall be conducted under the exclusive management of its members who shall vote according to their proportionate capital interest in this company and shall have exclusive authority to act for this company in all matters. The number of manager/member of the company is two (2). The name and address of each person who is to serve as a manager/member are as follows:

Name: JOSE ANTONIO CORTES (manager/member)
Address: 2655 Le Jeune Rd. Suite 403. Coral Gables, Florida 33134

Name: ALBERTO MENDOZA CANON (manager/member)
Address: 2655 Le Jeune Rd. Suite 403. Coral Gables, Florida 33134

NINTH: The name and mailing address of the company's registered agent is ALEXANDER J. ALFANO, whose mailing address is 2655 Le Jeune Rd. Suite 203. Coral Gables, Florida 33134

IN WITNESS WHEREOF, I have hereunto subscribed my name this 21st day of April, 2003.


JOSE ANTONIO CORTES
MANAGER-MEMBER

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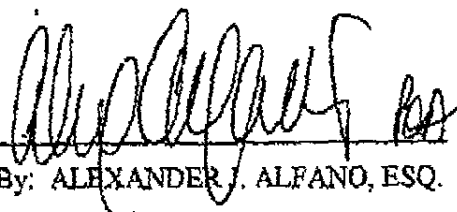
Designation and Acceptance of Registered Agent

Pursuant to the provisions of Florida Statutes, the undersigned limited liability Company organized under the laws of the State of Florida submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the limited liability company is KIVA HOLDINGS, LLC.
2. The name of the registered agent is ALEXANDER J. ALFANO, ESQ.
3. The address of the registered agent/registered office is 2655 Le Jeune Rd. Suite 403, Coral Gables, Fl 33134.

Acceptance

Having been named as registered agent and designated to accept service of process for the above limited liability company, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


By: ALEXANDER J. ALFANO, ESQ.

Date: April 21st, 2003

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