

May. 6. 2003 5:07PM
Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : DE LA PENA & ASSOCIATES, P.A.
Account Number : 120020000120
Phone : (305) 377-0909
Fax Number : (305) 377-1771

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

03 MAY -7 AM 9:25

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DIVISION OF CORPORATION

03 MAY -7 AM 7:40

RECEIVED

LIMITED LIABILITY COMPANY

Miami River Enterprises, LLC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

63-16351
OK

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**ARTICLES OF ORGANIZATION
OF
MIAMI RIVER ENTERPRISES, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Miami River Enterprises, LLC (hereinafter "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is:

**Miami River Enterprises, LLC
601 Brickell Key Drive, Suite 705
Miami, Florida, 33131**

ARTICLE III - DURATION

The Company shall commence its existence on the date these articles of organization are filed with the Florida Department of State. The Company's existence shall terminate not later than May 6th, 2024, unless the Company is dissolved earlier as provided in these articles of organization or in the regulations.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida is:

**Leoncio E. de la Peña D., Esq.
De la Peña & Associates, P.A.
601 Brickell Key Drive, Suite 705
Miami, Florida, 33131**

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only on the unanimous consent of all the members, or as provided in the regulations.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations, no additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE VIII -- MEMBERS' RIGHT TO CONTINUE BUSINESS

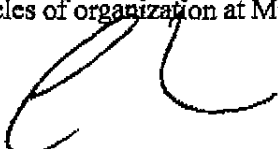
The Company shall be dissolved on the death, bankruptcy, or dissolution of a member, or on the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by unanimous vote of all the remaining members.

ARTICLE IX -- MANAGEMENT

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these articles of organization. The name and address of the initial manager of the Company are:

Leoncio E. de la Peña D., Esq.
De la Peña & Associates, P.A.
601 Brickell Key Drive, Suite 705
Miami, Florida, 33131

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Miami, Florida, on May 6th, 2003.



Leoncio E. de la Peña D., Esq.
Authorized Representative of Member of Miami River Enterprises, LLC

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CLERK OF DISTRICT COURT
MALLA/ASSISTANT CLERK

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions 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 as provided for in Chapter 608 of the Florida Statutes.



Leoncio E. de la Peña D., Esq.
De la Peña & Associates, P.A.

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STATE OF FLORIDA

May. 6. 2003 5:08PM

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No.1273 P. 5/5

EXHIBIT "A" - CAPITAL CONTRIBUTIONS

<u>Member</u>	<u>Contribution</u>	<u>Percentage of Total</u>
Arturo Malave	\$100.00 (US)	100%

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