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DIVISION OF CORPORATION

L03-16384
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DIVISION OF CORPORATION
TALLAHASSEE, FLORIDA

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LAZARUS CORPORATE FILING SERVICE

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. BM REAL ESTATE INVESTMENTS, LLC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

TALLAHASSEE, FLORIDA

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Examiner's Initials

**ARTICLES OF ORGANIZATION
OF
BM REAL ESTATE INVESTMENTS, LLC
a Florida limited liability company**

Pursuant to the provisions of Section 608, Florida Statutes, this Florida profit limited liability company adopts the following Articles of Organization:

ARTICLE I.

The name of the limited liability company is **BM REAL ESTATE INVESTMENTS, LLC.**

ARTICLE II.

The period of existence of the limited liability company shall be perpetual, commencing on the date the original Articles were filed.

ARTICLE III.

The mailing address and street address of the principal office of this limited liability company are:

Street Address

50 Ocean Lane Drive, Unit 102
Key Biscayne, Florida 33149

Mailing Address

50 Ocean Lane Drive, Unit 102
Key Biscayne, Florida 33149

ARTICLE IV.

The name and address of the registered agent is:

Registered Agent

Kevin L. Deeb, Esquire

Address of Registered Office

2350 Coral Way
Suite 401
Miami, Florida 33145-3536


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Acceptance by Registered Agent

Having been named as registered agent and designated to accept service of process for the above corporation, 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.


Kevin L. Deeb, Esquire

ARTICLE V.

The Operating Agreement of the limited liability company (hereinafter the "Company") contains provisions regarding:

1. The nature of the business to be transacted or the purposes to be promoted or carried out by the Company, which shall be to own, operate, manage, develop, mortgage, lease, sell and to otherwise undertake such activities as are determined by the Company with respect to certain real property and the personal property of the Company which is located therein or is used in connection therewith, and all business of the Company relating thereto, and for no other purpose whatsoever.

2. The rights of the members to admit additional members and the terms and conditions of the admissions.

3. The rights of the remaining members of this Company to continue the business of this Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, and any other event which may terminate the continued membership in this Company.

ARTICLE VI.

The management of the Company is to be reserved to two Members, more specifically, Ernesto Bustamante and Alfonso Martinez, having an address at 2350 Coral Way, Suite 401, Miami, Florida 33145 (the "Managing Members").

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ARTICLE V.

The names and street addresses of the current Members are (hereinafter the "Members"):

<u>Name</u>	<u>Street Address</u>
Alfonso Martinez	170 Ocean Lane Drive Key Biscayne, Florida 33149
Ernesto Bustamante	50 Ocean Lane Drive, Unit 102 Key Biscayne, Florida 33149

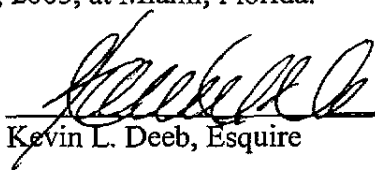
ARTICLE VIII.

The Interests of the current Members shall be evidenced by Certificates, which shall be issued by the corporation reflecting the percentage interest held by the Members.

ARTICLE IX.

The Operating Agreement between the Managing Entity and the Company shall be adopted by the Members. Thereafter, the power to alter, amend, or repeal the Operating Agreement shall be vested in the Members of the Company in the manner set forth in the Operating Agreement; provided, however, that the consent of the Managing Entity shall be required before any amendment, alteration or repeal of the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has executed these Articles or Organization this 1 day of May, 2003, at Miami, Florida.


Kevin L. Deeb, Esquire

STATE
OF FLORIDA
CLERK OF THE
SUPREME COURT

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