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Account Name : DE LA PENA & ASSOCIATES, P.A.
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Phone : (305) 377-0909
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RECEIVED
03 MAY 29 PM 1:49
DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Walker Commercial Park - Phase II, LLC

03 MAY 29 PM 3:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
WALKER COMMERCIAL PARK - PHASE II, 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 Walker Commercial Park - Phase II, LLC (hereinafter the "Company").

ARTICLE II - ADDRESS

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

**Walker Commercial Park - Phase II, 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 by the Florida Department of State. The Company's existence shall be perpetual unless the Company is dissolved earlier as provided in these articles of organization, any subsequent operating agreement between the members, 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 are:

**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 initially contribute to the capital of the Company the cash or property set forth in Exhibit "A".

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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 or any subsequent operating agreement between the members.

ARTICLE VII -- ADMISSION OF NEW MEMBERS

Except as set forth in the regulations or any subsequent operating agreement between the members, 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 the members in accordance with any subsequent operating agreement between the members and/or 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 names and addresses of the members of the company are:

The West Perrine Community Development Corporation, Inc.

Cazo Construction Corporation

The initial managing member of the Company shall be:

Cazo Construction Corporation

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**** EXECUTION PAGE BELOW ****

May. 29. 2003 1:40PM

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IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these articles of organization at Miami, Florida, on May 29th, 2003.



Leoncio E. de la Peña D., Esq.

Authorized Representative of Members of Walker Commercial Park – Phase II, LLC

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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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EXHIBIT "A" - INITIAL CAPITAL CONTRIBUTIONS

<u>Member</u>	<u>Contribution</u>	<u>Percentage of Total</u>
The West Perrine Community Development Corporation, Inc.	\$100.00(US)	50%
Cazo Construction Corporation	\$100.00(US)	50%

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