

Division of Corporations

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DIVISION OF CORPORATION

**LIMITED LIABILITY COMPANY**

**GROVE STATION PROJECT, L.L.C.**

Certificate of Status	0
Certified Copy	1
Page Count	05
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**ARTICLES OF ORGANIZATION  
FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name**

The name of the Limited Liability Company is:

**GROVE STATION PROJECT, L.L.C.**

**ARTICLE II - Address**

The mailing address and street address of the principal office of the Limited Liability Company in the State of Florida is C/O Aran Correa & Guarch, P.A., 710 South Dixie Highway, Coral Gables, Florida 33146. The Board of Managers may from time to time move the principal office to another address in Florida.

**ARTICLE III - Duration**

This Limited Liability Company is to exist for thirty (30) years. The remaining members may vote to continue the Limited Liability Company's business without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

**ARTICLE IV - Management**

The Limited Liability Company initially is to be managed by a manager and the name and address of the manager is:

<u>Name</u>	<u>Address</u>
B Developments, L.L.C.	2600 Southwest Third Avenue Suite 730 Miami, Florida 33129

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**ARTICLE V - Membership**

Initially, the Limited Liability Company shall have two members. The names, addresses and percentage membership interests are:

<u>Name</u>	<u>Address</u>	<u>Interest</u>
B Holdings, L.L.C.	2600 Southwest Third Avenue Suite 730 Miami, Florida 33129	50%
E Creek Investments, Inc.	2600 Southwest Third Avenue Suite 730 Miami, FL 33129	50%

All memberships shall be payable in cash, notes or other property at a valuation to be fixed by the Board of Managers at a meeting called for that purpose. Property may be purchased or paid for with memberships at a just valuation to be fixed by the Board of Managers. The members by unanimous vote may sell further memberships, as they deem necessary at a price to be determined in their discretion. Any new membership interests shall reduce the existing percentages pro-rata. However, whenever new membership interests are sold the existing members shall have preemptive rights.

**ARTICLE VI - Admission of Additional Members**

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be set forth in the Operating Agreement and/or Regulations adopted by the members.

**ARTICLE VII - Members Rights to Continue Business**

The right, if given, of the remaining members of the Limited Liability Company to continue the business (on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company) shall be set forth in the Regulations adopted by the members.

**ARTICLE VIII - Initial and Authorized Capital**

The amount of capital with which this Limited Liability Company will begin business is not less than \$100.00 to be contributed as set out in Article IV. The authorized capital shall be \$1,000,000.00, but may be increased by amending these articles as provided in Article IX.

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**ARTICLE IX - Amendment**

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved at a members' meeting by a unanimous vote of the membership entitled to vote thereon, unless all the managers and all the members sign a written statement manifesting their intention that a certain amendment of these Articles of Organization be made.

**ARTICLE X - Registered Office and Registered Agent**

That GROVE STATION PROJECT, L. L. C., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates Fernando S. Aran as its Registered Agent, to accept services within the State. The street address of the registered office of the Limited Liability Company shall be 710 South Dixie Highway, Coral Gables, Florida 33146.

IN WITNESS WHEREOF, the hand and seal of the members in Miami-Dade County, State of Florida, this 2nd day of July 2003.

B DEVELOPMENTS, L.L.C.  
Manager

By: Miguel Angel Barbagallo, Manager

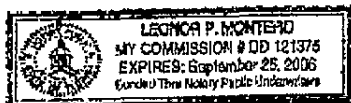
STATE OF FLORIDA )  
 ) SS:  
COUNTY OF MIAMI-DADE )

PERSONALLY appeared before me, Miguel Angel Barbagallo, as President of B Developments, L.L.C., to me well known to be one of the original members to the foregoing Articles of GROVE STATION PROJECT, L.L.C., who being by me first duly sworn, acknowledges that he signed the same as President and on behalf of B Developments, L.L.C., for the purposes therein expressed.

WITNESS my hand and seal at Miami-Dade County, Florida this 2nd day of July 2003.

[Signature]  
NOTARY PUBLIC,  
STATE OF FLORIDA

My commission expires:



SECRETARY (B)  
MIGUEL ANGELO BARBAGALLO  
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That GROVE STATION PROJECT, L.L.C., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, has named Fernando S. Aran, as its Agent to accept service of process within Florida.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Fernando S. Aran  
Registered Agent

July 2, 2003  
Date

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TALLAHASSEE, FLORIDA

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