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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

HNN PROPERTIES LLC

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 8, 2003

EXPRESS CORPORATE FILING SERVICE INC.

SUBJECT: HNN PROPERTIES LLC
REF: W03000019280

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Joey Bryan
Document Specialist

FAX Aud. #: H03000228487
Letter Number: 403A00040423

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**ARTICLES OF ORGANIZATION
OF
HNN PROPERTIES LLC**

**ARTICLE I
Name**

The name of this limited liability company is HNN PROPERTIES LLC (hereinafter "the Company").

ARTICLE II

Address

The principal street and mailing address of the Company is 2665 S. Bayshore Drive, Ste. 703, Miami, FL 33133.

ARTICLE III

Duration

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and said existence shall be perpetual.

ARTICLE IV

Initial Registered Office and Agent

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

World Corporate Services, Inc.
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

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ARTICLE V

Purpose

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies may be created under § 608.404, Fla. Stat., as amended and supplemented.

ARTICLE VI

Organizer

The name and street and mailing address of the person signing these Articles as Organizer is:

Mitchell S. Polansky, Esq.
Richards and Polansky, P.A.
2665 South Bayshore Drive, Suite 703
Miami, Florida 33133

ARTICLE VII

Management

The Company will be managed by at least (1) manager and is, therefore, a manager-managed company. The initial manager shall be:

Carlos Mauricio Navarro

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under penalties of perjury that the facts stated herein are true.

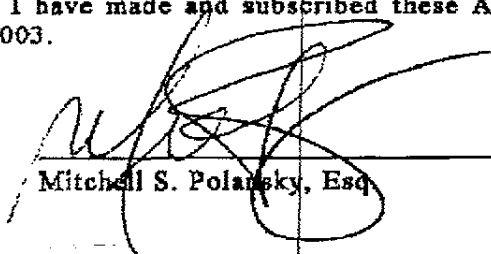


Mitchell S. Polansky, Esq.,
Authorized Representative

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ORGANIZER

IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization this 7th day of July 2003.



Mitchell S. Polansky, Esq

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

I HEREBY CERTIFY that on this day, before me, personally appeared Mitchell S. Polansky, who is well known to me to be the person described in and who executed these Articles of Organization as Organizer, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this 7th day of July 2003.

NOTARY PUBLIC

STATE OF FLORIDA AT LARGE

Sign: 

Print: MAGDALENA HINOJOSA

My Commission Expires:



Magdalena Hinojosa
Commission #DD145173
Expires: Aug 29, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT this appointment of, and designation as registered agent for service of process within the State of Florida HNN PROPERTIES LLC named in the Articles of Organization hereinabove set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article IV of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this statement to be signed on this 7th day of July 2003.

WORLD CORPORATE SERVICES, INC.

By: 

Mitchell S. Polansky

Its: Vice President