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To: Division of Corporations
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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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DIVISION OF CORPORATION
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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LIMITED LIABILITY COMPANY

WHIRLEY DIAZ HOMES, L.L.C.

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ARTICLES OF ORGANIZATION OF WHIRLEY DIAZ HOMES, L.L.C.

EFFECTIVE DATE

1-14-03

ARTICLE I NAME

The name of this Limited Liability Company shall be WHIRLEY DIAZ HOMES, L.L.C., (the "Company").

ARTICLE II DURATION

The Company shall exist perpetually unless sooner dissolved in a manner provided by law, or as provided in the regulations adopted by the members (the "Regulations").

ARTICLE III PURPOSE

The Company is created for the purpose of transacting and engaging in any activity or business authorized under the Florida Statutes.

ARTICLE IV PRINCIPLE PLACE OF BUSINESS

The principle place of business of the Company shall be 4730 S.W. 72 Street, Miami, Florida 33143, and such other place places as the members from time to time may determine. The mailing address of the Company is the same.

ARTICLE V INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent of the Company shall be Carlos A. Triay. The address of the initial registered agent is 10570 N.W. 27th Street Suite 103, Miami, Florida 33172.

ARTICLE VI MANAGEMENT

The Company will be managed by a manager or managers who is/are required to be, a member of the Company. The name and address of the manager or managers who will serve as manager or managers until the first annual meeting of the members or until his successor is selected and qualified in accordance with the Regulations is:

Jennifer Whirley Diaz
4730 S.W. 72 Street
Miami, FL 33143

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**ARTICLE VII
NEW MEMBERS**

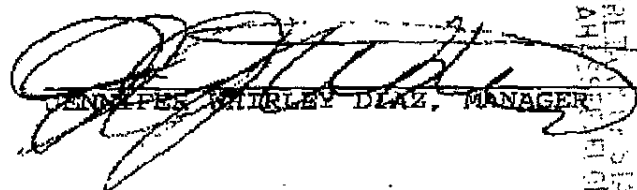
No additional members shall be admitted to the Company, and no member may transfer his or her interest in the Company, except, in either case as set forth in Regulations, and if there are no Regulations then in effect, by unanimous consent of all of the members. No transferee shall have the right to participate in the management of the business and affairs of the Company or become a member unless admitted as a member upon such terms and conditions as set forth in the Regulations, and if no regulations are in effect, upon the unanimous consent of all the members. Contributions of new members shall be determined as of their time of admission to the Company.

**ARTICLE VIII
DISSOLUTION AND MEMBERS RIGHTS
TO CONTINUE BUSINESS**

The Company shall be terminated and dissolved upon:

- a. The vote of all members holding an interest in the Company;
- b. The expiration of the term of the Company; or
- c. The death, retirement, or resignation of a member, if the remaining members do not vote unanimously to continue the business of the Company.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed on the 14 day of July, 2003, effective upon filing same with the Florida Department of State.

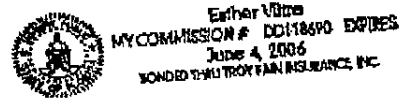

JENNIFER WHIRLEY DIAZ, MANAGER

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 14 day of July, 2003, by JENNIFER WHIRLEY DIAZ, who did execute the foregoing Articles of Organization as managers, who have produced Florida Driver's Licenses as identification.


NOTARY PUBLIC



My Commission expires:

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment of registered agent contained in the foregoing Articles of Organization.


CARLOS A. TRIAY, ESQUIRE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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