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LIMITED LIABILITY COMPANY

MC REAL ESTATE INVESTMENTS, LLC.

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
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ARTICLES OF ORGANIZATION
OF
MC REAL ESTATE INVESTMENTS, LLC,
a Florida limited liability company

Pursuant to the provisions of Section 608.411, Florida Statutes, this Florida profit limited liability company adopts the following Articles of Organization:

ARTICLE I.

The name of the limited liability company is MC 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:

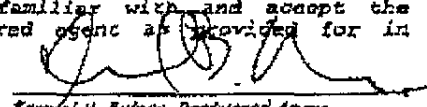
| <u>Street Address</u> | <u>Mailing Address</u> |
|---|---|
| 13985 S.W. 140 th Street Miami, Florida 33186 | 13985 S.W. 140 th Street Miami, Florida 33186 |

ARTICLE IV.

The name and address of the registered agent is:

| <u>Registered Agent</u> | <u>Address of Registered Office</u> |
|---------------------------|--|
| Samuel B. Reiner, Esquire | 9100 South Dadeland Boulevard Suite 1408 Miami, Florida 33156-7816 |

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 600, F.S.


Samuel B. Reiner, Registered Agent

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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 the following property known as "Icon Unit 2206":

450 Alton Road, Unit #2206
Miami Beach, Florida 33139

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 a Member, more specifically, Javier Cruz, having an address at 13985 S.W. 140th Street, Miami, Florida 33186 (the "Managing Member").

ARTICLE VII.

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

| <u>Name</u> | <u>Street Address</u> |
|-----------------|--|
| Javier Cruz | 13985 S.W. 140 th Street Miami, Florida 33186 |
| Alfredo Melharn | 9100 Port of Sale, Suite #2 PMB. 296, St Thomas, VI 00802 |

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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 of Organization this 7th day of August, 2003, at Miami, Florida.

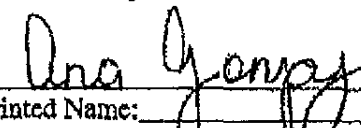

Kevin L. Deeb, Authorized Representative

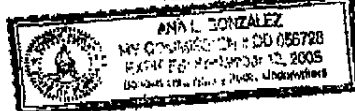
STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)

ON THIS 23rd day of June, 2003, before me, a notary public duly authorized in the state and county last aforesaid, personally appeared Kevin L. Deeb, known to me to be the person whose name is subscribed to the above Articles of Organization, and who acknowledged that he is an authorized representative of a member and executed the same for the purposes therein contained, and presented a Florida Drivers License as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year last aforesaid.

My Commission Expires:


Printed Name: _____
Notary Public, State of Florida



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