

L0300000337B



(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

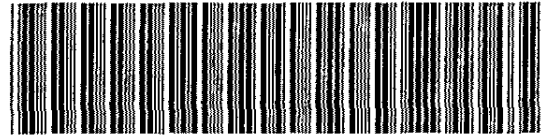
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000046455450

02/21/05--01039--021 **25.00


RESIGNATION OF MEMBER, MANAGING MEMBER OR MANAGER

I, Ricardo De Bedout, hereby resign as Member/Managing Member
(Title)

of Hexagono Key, LLC
(Limited Liability Company)

a limited liability company organized under the laws of the State of Florida,

and affirm that the limited liability company has been notified in writing of the resignation.



(Signature of resigning manager, managing member or member)

FILING FEE IS \$25.00

Make checks payable to Florida Department of State and mail to:
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

ASSIGNMENT OF MEMBERSHIP CERTIFICATE

RICARDO DE BEDOUT, (hereinafter jointly and severally referred to as "Assignor"), hereby assigns to ANTONIO VALERO hereinafter referred to as "Assignee"), for the sum of ten dollars and other good and valuable consideration the following described property:

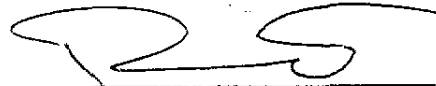
Membership Certificate Number One of Hexagono Key, LLC representing 600 units in said company.

By execution hereof, Assignor shall deliver the original Membership Certificate Number One of Hexagono Key, LLC representing 600 units in said company and shall endorse the same in favor of the Assignee.

IN WITNESS WHEREOF, Assignors have executed this Assignment at Miami-Dade County, Florida on this 23 day of December, 2004.

WITNESS AS TO
ALL SIGNATORIES:

ASSIGNORS



RICARDO DE BEDOUT

Witness: _____

Witness: _____

**BILL OF SALE AND ASSIGNMENT OF
CONTRACT RIGHTS AND INTANGIBLES**

THIS BILL OF SALE AND ASSIGNMENT OF CONTRACT RIGHTS AND INTANGIBLES (the "Bill of Sale") is made effective as of the 23 day of December, 2004, by and between Ricardo De Bedout (hereinafter referred to as "Assignor") and Antonio Valero, having an address of 801 Brickel Key Boulevard Apt. 3002, Miami, Florida 33131, its successors and assigns (hereinafter referred to as "Assignee").

IN CONSIDERATION of Ten Dollars (\$10.00) and other good and valuable consideration paid by Assignee to Assignor, the receipt and sufficiency of which are hereby acknowledged, Assignor does hereby sell, assign, transfer, deliver and set over to Assignee his Membership Certificate Number One for 600 units of Hexagono Key, LLC., a Florida Limited Liability Company a copy of which (as described and more particularly defined on the binder provided by the Assignor to the Assignee attached hereto and incorporated herein by this reference),

TO HAVE AND TO HOLD the foregoing described property (collectively, the "Assigned Property") with all and singular, the rights, privileges, appurtenances and immunities thereto belonging or in any wise appertaining unto Assignee and Assignee's successors and assigns forever. Assignor will warrant specially and defend the title to the Assigned Property unto the said Assignee and unto Assignee's successors and assigns forever, against the lawful claims and demands of all persons claiming by, under or through Assignor.

IN WITNESS WHEREOF, intending to be legally bound, Assignor has hereunto set its hand and seal the day and year first above written.

WITNESS:

ASSIGNOR:

RICARDO DE BEDOUT,

Print Name: _____

By: 
Print Name: Ricardo De Bedout
Title: _____

Print Name: _____