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TOTAL OF 5 PAGES INCL. COVER

LIMITED LIABILITY COMPANY

ISLAND DISTRICT TRANSIT VILLAGE DEVELOPERS, LLC.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
ISLAND DISTRICT TRANSIT VILLAGE DEVELOPERS, LLC.
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I

Name

The name of this limited liability company shall be Island District Transit Village Developers, LLC.

ARTICLE II

Address

The principal address of this limited liability company shall be 3672 Grand Avenue, Coconut Grove, Florida, 33133.

ARTICLE III

Purpose

The primary purpose for which this limited liability company is formed is for acquiring, holding, developing, operating, managing, maintaining, selling, leasing, encumbering and otherwise dealing with real property located at the intersection of Highway US-1 and Douglas Road (37th. Avenue) in Miami, Florida more particularly known as the Frankie Rolfe Community Center, ("the Property") and as provided herein, this limited liability company shall have the authority to engage in any activity or business permitted under the laws of the United States, the State of Florida, and the laws of any other jurisdiction wherein it may conduct business.

ARTICLE IV

Duration

This limited liability company shall have a period of duration of thirty (30) years from the date of filing these Articles of Organization with the Florida Department of State, unless earlier dissolved or terminated by its members or as provided by law.

ARTICLE V

Registered Agent

The name and address of the initial registered agent of this limited liability company shall be: Coconut Grove Local Development Corporation, 3672 Grand Avenue Coconut Grove, Florida 33133. *Inc.*

ARTICLE VI

Contributions

The amount of cash and the description and/or agreed value of other assets contributed by the members to the capital of this limited liability company are set forth in the Schedule of Company Member Contributions attached hereto and made a part hereof.

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ARTICLE VII
Additional Contributions

The members shall make additional capital contributions at such times and in such amounts as may from time to time be agreed upon by the consent of not less than fifty-one percent (51%) of the ownership in this company. No member is obligated to make any capital contributions above and beyond the capital contributions set forth in the in Schedule of Company Member Contributions.

ARTICLE VIII
Additional Members

The members of this limited liability company may admit additional members upon the consent of not less than fifty-one percent (51%) of the ownership interests of then existing members.

ARTICLE IX
Continuation of the Business

The remaining members of this limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any other member of this limited liability company, or upon the occurrence of any other event, which would terminate the continued membership of a member in this limited liability company.

ARTICLE X
Managers

This limited liability company shall initially have a manager. Management of this limited liability company shall be vested in its manager. The members may, from time to time and at any time, change the number of managers of this limited liability company by written agreement of the members holding not less than fifty-one (51%) of the ownership interests in this limited liability company, provided, however, that there shall always be at least one manager. The manager(s) need not be a citizen of the United States of America, or a resident of the State of Florida, or a member of the limited liability company. The name and address of the first manager to serve until the first annual meeting of members or until its successors is elected and qualified is:

<u>Name:</u>	<u>Address:</u>
Coconut Grove Local Development Corporation, Inc.	3672 Grand Avenue, Coconut Grove, Florida, 33133.

A vote of the members holding not less than fifty-one percent (51%) of the ownership interests of this limited liability company may terminate any existing manager(s) of the company.

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ARTICLE XI

Regulations of the Company

The power to adopt, alter, amend, or repeal the Operating Agreements and/or Regulations of this limited liability company shall be vested in the members of the company and the vote shall be by the members holding no less than fifty-one percent (51%) of the ownership interests in the company.

ARTICLE XII

Voting

Votes of the members shall be in proportion to their contributions to the capital of the limited liability company, as adjusted from time to time to properly reflect any withdrawals or additional contributions. In the event of any conflict between the provisions of the regulations of this limited liability company and these Articles of Organization, the provisions of these Articles of Organization shall prevail.

The undersigned, being the initial subscribers of these Articles of Organization, for the purpose of forming a limited liability company pursuant to Chapter 608 of the Florida Statutes, do make, subscribed, acknowledge, and file these Articles of Organization hereby declaring and certifying that the articles herein stated are correct.

Coconut Grove Local Development Corporation

Yvonne McDonald
Yvonne McDonald, Executive Director

STATE OF FLORIDA)

)SS:

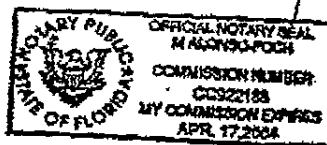
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgements, appeared Yvonne McDonald (✓) who is personally known to me or () who produced _____ as identification, who did take an oath and acknowledged that they executed these Articles of Organization for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 3rd day of June, 2003.

My commission expires:

Notary Public
NOTARY PUBLIC, State of Florida



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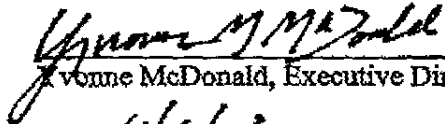
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**ACCEPTANCE OF APPOINTMENT BY
REGISTERED AGENT OF
ISLAND DISTRICT TRANSIT VILLAGE DEVELOPERS, LLC.
A FLORIDA LIMITED LIABILITY COMPANY**

Having been named as the Registered Agent for the above named company, I hereby agree to act in such capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Coconut Grove Local Development Corporation, Inc.



Yvonne McDonald, Executive Director

Date: 4/5/03

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IN AND FOR THE DISTRICT OF FLORIDA

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