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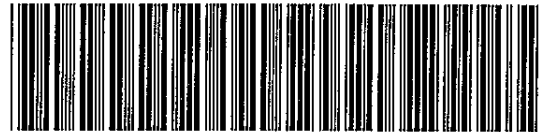
(Business Entity Name)

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GA 9/30

ALAYON & ASSOCIATES, P. A.

ATTORNEYS AND COUNSELORS AT LAW
A PROFESSIONAL ASSOCIATION

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GEOFFREY D. ITTLEMAN (FL. & FED.)

GARY S. BROOKS (FL. & FED.)*
GLENN J. HOLZBERG (FL., FED., SO. DIST. & 11TH CIR)*

*OF COUNSEL

REPLY TO: X

2450 S.W. 137TH AVENUE
SUITE 221
MIAMI, FLORIDA 33175
TEL: (305) 221-2110
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INGRAHAM BLDG., STE. 1135
25 SOUTHEAST 2ND AVENUE
MIAMI, FLORIDA 33131-1506
TEL. (305) 373-5444

4551 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33146

FEDERAL EXPRESS

September 23, 2003

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

Re: Various Entities to be Filed

Dear Gretchen:

Enclosed please find the Articles of Incorporation and Articles of Organization for the following entities:

1. Adrian Real Estate Investments VII, Inc.;
2. Adrian Real Estate Investments VII, LLC;
3. Adrian Real Estate Investments VIII, Inc.; and
4. Adrian Real Estate Investments VIII, LLC;

We have enclosed a check in the amount of \$78.75 for each corporation and a check the amount of \$125.00 for each limited liability company.

Please provide us with a certificate of Good Standing for the corporations and the limited partnerships. PLEASE SEND ME THE ORIGINALS VIA FEDERAL EXPRESS WITH THE ENCLOSED FEDERAL EXPRESS AIRBILL FOR THURSDAY DELIVERY

Should you require any further information, please do not hesitate to contact our offices.

As always, thank you for your help in this matter.

Very truly yours,

Gretel Rodriguez

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**ARTICLES OF ORGANIZATION OF
BAHIA HONDA REAL ESTATE INVESTMENTS VIII, L.L.C.**

The undersigned hereby certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges and immunities of limited liability companies for profit. We further declare that the following Articles shall be the Charter and authority for the conduct of business of such limited liability company.

**ARTICLE I
NAME**

The name of the limited liability company shall be **BAHIA HONDA REAL ESTATE INVESTMENTS VIII, L.L.C.**, and its principal place of business shall be in the City of Miami, County of Miami-Dade, State of Florida, but it shall have the power and authority to establish branch offices at such place or places as may be designed by the members.

**ARTICLE II
PURPOSES AND POWERS**

The general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact in addition to those authorized by the laws of the State of Florida, and the powers of the limited liability company, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve or develop, all or any of the business, goodwill, rights, assets and liabilities of any person, firm, association or corporation, carrying on any kind of business of a similar nature, to that which this limited liability company is authorized to carry on, pursuant to the provisions of the Articles, and to hold, utilize and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government or governmental authority, or of any political or administrative subdivision or

Document Prepared By:
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2450 S. W. 13 7th Avenue, Suite 221
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department thereof, and to perform and carry out, assign, cancel or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers and to carry out all or any of the purposes enumerated herein, otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact, for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual or other entity, and in such capacity or under such arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprise in connection therewith or incidental to such agency, representation, or service, or to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others, incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

8. Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit, the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under the laws of the State of Florida, lawfully carry on, exercise or do.

ARTICLE III **CAPITAL CONTRIBUTIONS**

Capital contributions in the amount of One Hundred Thousand and 00/100 Dollars (\$100,000.00) cash shall be paid to the limited liability company by the members as follows:

BAHLA HONDA REAL ESTATE INVESTMENTS VIII, INC., a Florida corporation	5%
Pedro J. Adrian, Trustee	95%

Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in amounts equal to aforementioned shares.

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ARTICLE IV
PROFITS AND LOSSES

1. Sharing of Profits. The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company as follows:

BAHIA HONDA REAL ESTATE INVESTMENTS VIII, INC., a Florida corporation	5%
Pedro J. Adrian, Trustee	95%

The distributive share of the profits shall be determined and paid to the members on the anniversary date of the commencement of business of the limited liability company.

2. Losses. All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business.

ARTICLE V
LIMITED LIABILITY COMPANY POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall be managed under the direction of the members of this limited liability company. This Article may be amended, from time to time, in the regulations of the limited liability company by an unanimous vote of the members of the limited liability company.

ARTICLE VI
DURATION

The limited liability company shall exist perpetually existence or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE VII
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal office and mailing address of this limited liability company shall be c/o A&P Registered Agent, Inc., 2450 S.W. 137th Avenue, Suite 221, Miami, Florida 33175.

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ARTICLE VIII
MANAGEMENT

Management of this limited liability company is reserved to one of its members, who shall serve as such until the first annual meeting of members or until its successors are elected and qualify, whose name and address are as follows:

BAHIA HONDA REAL ESTATE INVESTMENTS VIII, INC.
2450 S.W. 137th Avenue
Suite 228
Miami, Florida 33175

ARTICLE IX
INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is **A&P REGISTERED AGENT, INC.**, 2450 S.W. 137th Avenue, Suite 221, Miami, Florida 33175, and the name of its initial registered agent at such address is **A&P REGISTERED AGENT, INC.**

ARTICLE X
RESTRICTIONS ON MEMBERSHIP

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred, except with unanimous written consent of all members.

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

The undersigned, being the original members of the limited liability company, hereby certify that the foregoing constitutes the proposed Articles of Organization of **BAHIA HONDA REAL ESTATE INVESTMENTS VIII, LLC.**

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Executed by the undersigned at Miami, Miami-Dade County, Florida, this 12th day of July, 2003.
Sept.

**BAHIA HONDA REAL ESTATE
INVESTMENTS VIII, INC., Managing Member**

By: [Signature]
Pedro J. Adrian, President

Attest: [Signature]
By: [Signature]
Pedro J. Adrian, Secretary

PEDRO J. ADRIAN, TRUSTEE
By: [Signature]
Pedro J. Adrian, Trustee

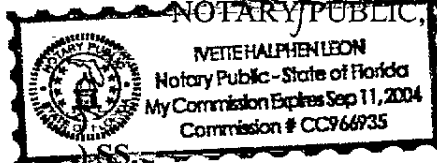
STATE OF FLORIDA)
) SS.
COUNTY OF MIAMI-DADE)

The foregoing Articles of Organization of **BAHIA HONDA REAL ESTATE INVESTMENTS VIII, L.L.C.**, were acknowledged before me, a Notary Public in and for the State of Florida, this 12th day of July, 2003, by Pedro J. Adrian, President and Secretary of **BAHIA HONDA REAL ESTATE INVESTMENTS VIII, INC.**, Managing Member, who is personally known to me or who has produced _____ as identification on behalf of the Limited Liability Company.

My Commission Expires:

STATE OF FLORIDA

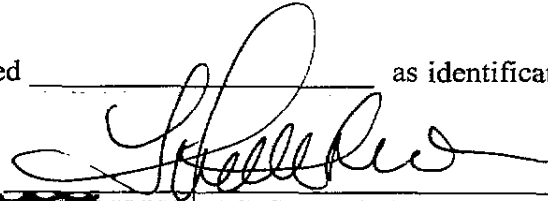
COUNTY OF MIAMI-DADE)



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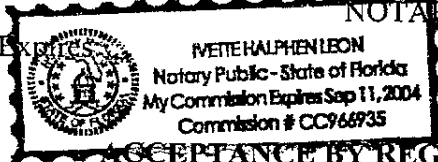
The foregoing Articles of Organization of **BAHIA HONDA REAL ESTATE INVESTMENTS VIII, L.L.C.**, were acknowledged before me, a Notary Public in and for the State of Florida, this 12th day of July, 2003, by Pedro J. Adrian, Trustee, Member, who is Sept.

personally known to me or who has produced _____ as identification, on behalf of the Limited Liability Company.



NOTARY PUBLIC, State of Florida

My Commission Expires




ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of **BAHIA HONDA REAL ESTATE INVESTMENTS VIII, L.L.C.**, the undersigned hereby accepts such appointment, agrees to act in such capacity, and accepts the obligations imposed by Florida Statutes Section 607.325.

Executed this 12th Sept. day of July, 2003.

A&P REGISTERED AGENT, INC.

By:



Ivette Halphen Leon, Esq., President

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