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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
Fax Number : (305)716-0346

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TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

2312 PONCE HOLDINGS LLC

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|-----------------------|----------|
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FR

ARTICLES OF ORGANIZATION
FOR
LIMITED LIABILITY COMPANY
OF
2312 PONCE HOLDINGS LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

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ARTICLE I - NAME

The name of the Limited Liability Company is:

2312 PONCE HOLDINGS LLC

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is:

2312 PONCE DE LEON BLVD.
CORAL GABLES, FL 33134

ARTICLE III - DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company dissolves in accordance with the provisions of the company's regulations or these articles of organization.

ARTICLE IV - REGISTERED AGENT, REGISTERED OFFICE, & REGISTERED AGENT'S SIGNATURE:

The name and the Florida street address of the registered agent and office is:

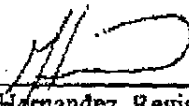
Armando Hernandez
2312 Ponce De Leon Blvd.
Coral Gables, FL 33134

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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.

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TALLAHASSEE, FLORIDA

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Armando Hernandez, Registered Agent

ARTICLE V - PERCENTAGE INTEREST AND MEMBERSHIP CERTIFICATE

The profits and losses of the company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest which shall be equal to the number of Units owned by a member divided by the total number of Units owned by all of the members -- unless otherwise provided in the regulations of the company. A member's interest in the company may be evidenced by a Membership Certificate issued by the company.

- 1-) Armando Hernandez - Managing Member
- 2-) Ana M. Hernandez - Managing Member

ARTICLE VI - DISSOLUTION

The company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the company for any reason, unless the business of the company is continued by the consent of all the remaining members of the company within 75 days after any of these events.

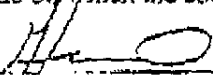
ARTICLE VII - ADMISSION OF ADDITIONAL MEMBERS

ARTICLE VIII - TRANSFERABILITY OF MEMBER'S INTEREST

No member shall have the right to assign the member's interest in the company without the written agreement of the majority of the units. If a majority of the units do not approve of the assignment, the assignee shall have no right to become a member, to participate in the management of the company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which assignor was entitled, to the extent assigned.

ARTICLE IX - MANAGEMENT

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company. The name and signatures of the initial managers of the company and on which the company's everyday business and affairs shall be vested shall be:


Armando Hernandez, Managing Member 12/05/03


Ana M. Hernandez, Managing Member 12/05/03

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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