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To:

Division of Corporations

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From:

Electropic Filips, Mapu.

: EMPIRE CORPORATE KIT COMPANY Account Name

Account Number : 072450003255 : (305) 634-3694 Phone Fax Number : (305)633~9696

LIMITED LIABILITY COMPANY

rio vista 1428, llc

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CIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION

FOR

RIO VISTA 1428, LLC

ARTICLE L - NAME:

The name of this Limited Liability Company ("Company") shall be:

RIO VISTA 1428, LLC

ARTICLE II. - ADDRESS

The mailing address and street address of the principal office of the Company is: 2901 SW 8 Street, Suite 204, Mizmi, Plorida 33135.

ARTICLE IIL - DURATION

The period of duration for the Company shall be perpetual unless dissolved according to law.

<u>ARTICLE IV. - MANAGEMENT</u>

The Company is to be managed by: a manager or managers and the name(s) and address of such manager is:

> Luis R. Boschetti 2901 SW 8 Street, Suite 204 Mismi, Florida 33135

Scott Bensch 10400 Griffin Road - Suite 104 Cooper City, Florida 33328-3320

ARTICLE V. - ADMISSION OF ADDITIONAL MEMBERS

The right of the members to admit additional members and the terms and conditions of the admissions shall be: new members may be admitted from time to time and upon such terms and conditions as shall be determined by a unanimous vote of the holders of all of the Membership Interests.

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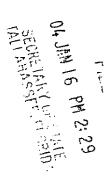
ARTICLE VI. - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right of the members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continual membership of a member in the Company shall be: determined by a unanimous vote of the remaining holders of all of the Membership Interests to continue to conduct the business of the Company under the Company's name.

Signature of a member or an authorized representative of a member

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

DATED AS OF JANUARY 13, 2004



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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

RIO VISTA 1428, LLC

The name and the Florida street address of the registered agent are:

LUIS R. BOSCHETTI

2901 SW 8 STREET, SUITE 204
Florida street address (2.0, 80X NOT ACCEPTABLE)

Mizmi, Florida 33135 CITY, STATE AND ZIT

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 cortificate. I havely occupt the appointment as registered agent and agree to act in this capacity. I frather agree to comply with the provisions of all statutes relating to the proper and complete performance of my dulies, and I am familiar with and accept the obligations of my position as registered agent.

KINATUR

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