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EFFECTIVE DATE
1-23-04

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

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305) 672-0686
Fax Number : (305) 672-9110

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LIMITED LIABILITY COMPANY

Southstar Development Realty, L.L.C.

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Southstar Development Realty, L.L.C.

EFFECTIVE DATE
1/30/01

Article II. Address

The Company's street and mailing address is:
Southstar Development Realty, L.L.C.
255 Alhambra Circle
Suite 312
Coral Gables FL 33143

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Michael J. Yates, Esq.
201 South Biscayne Boulevard, Suite 1920
Miami FL 33131-4332

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, 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 the assignor was entitled, to the extent assigned.

Michael J. Yates | FL Bar Member 932205
Miami Center
201 South Biscayne Boulevard, Suite 1920
Miami FL 33131-4332
305-322-6811

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Article V. Management

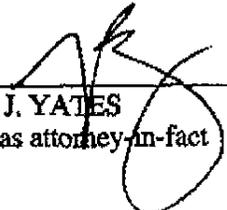
This will be a member-managed company. The name and address of each member is:

SOUTHSTAR DEVELOPMENT PARTNERS, INC.
255 Alhambra Circle Suite 312 Coral Gables FL 33143

Article VI. Company Existence

The Company's existence shall begin effective as of January 23, 2004.

The undersigned authorized representative of a member executed these Articles of Organization on January 23, 2004.



MICHAEL J. YATES
by T. Bacz as attorney-in-fact

Michael J. Yates | FL Bar Member 932205
Miami Center
201 South Biscayne Boulevard, Suite 1920
Miami FL 33131-4332
305-322-6811

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STATEMENT OF REGISTERED AGENT

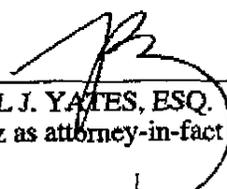
LIMITED LIABILITY COMPANY:

Southstar Development Realty, L.L.C.

REGISTERED AGENT/OFFICE:

**Michael J. Yates, Esq.
201 South Biscayne Boulevard, Suite 1920
Miami FL 33131-4332**

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.



MICHAEL J. YATES, ESQ.
by T. Baez as attorney-in-fact

Date: January 23, 2004

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