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From: Account Name : EMPIRE CORPORATE KIT COMPANY
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LIMITED LIABILITY COMPANY

RNR LAND DEVELOPMENT, LLC

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DIVISION OF CORPORATIONS

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**ARTICLES OF ORGANIZATION
FOR
RNR LAND DEVELOPMENT, LLC**

The name of this limited liability company shall be **RNR LAND DEVELOPMENT, LLC.**

The limited liability company shall have perpetual existence.

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes (the "Act").

ARTICLE IV - PRINCIPAL OFFICE

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

Michel O. Weisz Esq.
Segredo & Weisz
9350 South Dixie Highway
Suite 1500
Miami, FL 33156

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ARTICLE VI - ADDITIONAL MEMBERS

This limited liability company may admit additional members subject to approval by majority in interest of the members.

ARTICLE VII - INITIAL MANAGERS

This limited liability company shall be managed by one or more managers. This limited liability company shall initially have four managers. The number of managers of this company may be changed in accordance with the regulations of the company. The names and addresses of the initial managers are as follows:

Gregory A. Rand
44 W. Rivo Alto Dr.
Miami Beach, Fl 33139

C. Shane Rolls
44 W. Rivo Alto Dr.
Miami Beach, Fl 33139

The initial managers will shall serve until the first annual meeting of members or until their successors are elected and qualified or until their deaths or registrations.

ARTICLE VIII - REGULATIONS

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the vote of a majority in interest of the members.

ARTICLE IX - MEMBERS' RIGHT TO CONTINUE BUSINESS

The members remaining after death, retirements, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least two members remain.

ARTICLE X - SHARING OF PROFITS AND LOSSES

The profits and losses of this limited liability company shall be allocated among the members pro rata based on their membership interests as follows:

<u>Member</u>	<u>Membership Interest</u>
Gregory A. Rand	50%
C. Shane Rolls	50%

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ARTICLE
X
FIFTY

ARTICLE XI - LIMITED LIABILITY

Except as otherwise expressly provided by the Act, the debts, obligations and liabilities of the Company, whether arising in contract, tort or otherwise, shall be the debts, obligations and liabilities solely of the Company, and none of the Members (including the Managing Member) shall be obligated personally for any such debt, obligation or liability of the Company solely by reason of being a Member or Managing Member of the Company.

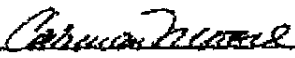
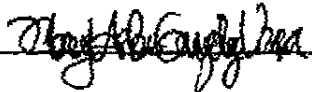
ARTICLE XII - ASSIGNMENT

A member (the "Assigning Member") may assign in whole or in part its limited liability company interest in the Company only with the written consent of a majority in interest of the members, which consent (i) may not be unreasonably withheld if such assignment is to be made to an Affiliate of the Assigning Member, or (ii) may be granted or withheld in such member's sole and absolute discretion if such assignment is to be made to a person other than an Affiliate of the Assigning Member. If a member transfers all of its limited liability company interest in the Company, the transferee shall be admitted to the Company as a member of the Company upon its execution of an instrument signifying its agreement to be bound by the terms and conditions of this agreement and any existing operating agreement, which instrument may be a counterpart signature page to this agreement and any existing operating agreement. Such admission shall be deemed effective immediately prior to the transfer and, immediately following such admission, the Assigning Member shall cease to be a member of the Company.

ARTICLE XIII

This limited liability company reserves the right to amend, alter or repeal any provisions contained in these Articles of Organization in accordance with the Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 12 day of February, 2003.


Michel O. Weitz
Authorized Representative of the Members

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

The name of the limited liability is **RNR LAND DEVELOPMENT, LLC.**

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

Michel O. Weisz Esq.
Segredo & Weisz
9350 S. Dixie Highway
Suite 1500
Miami, FL 33156

Having been named as registered agent and to accept service of process for the above-named 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 I am familiar with and accept the obligations of my positions as registered agent.

Date: February 12, 2004


Michel O. Weisz

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