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Florida Department of State
Division of Corporations
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LIMITED LIABILITY COMPANY**Neo River front Limited Partner, LLC**

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 31, 2004

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SUBJECT: NEO RIVERFRONT LP, LLC
REF: W04000011688

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Division of Corporations - P.O. BOX 6327 Tallahassee, Florida 32314

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**ARTICLES OF ORGANIZATION
OF
NEO RIVER FRONT LIM, LLC**

The undersigned for purpose of forming a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization:

ARTICLE I

Name

The name of the Company is NEO RIVER FRONT LIM, LLC. The street address of the principal office of the Company and the mailing address of the Company is 3375 SW 3rd Avenue Miami, Florida 33145.

ARTICLE II

Duration

The Company shall commence its existence on the date of Articles of Organization with the Department of State of the State of Florida and the duration of the Company is perpetual.

ARTICLE III

Purposes

The general purposes for which the Company is organized are:

1. To transact any lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.
2. To do such other things are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

Registered Office and Agent

The street address of the initial registered office of the Company is 3375 SW 3rd Avenue Miami Florida 33145, and the name of its initial registered agent at such address is Frank Guerra.

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ARTICLE V

Admission of Additional Members

No additional members shall be admitted to the Company except with the unanimous written consent of the members of the Company and upon such terms and conditions as shall be determined by all members.

ARTICLE VI

Termination of Existence

The Company shall not be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member in the Company.

ARTICLE VII

Management

The management of the Company shall be by its members, subject to, and in accordance with, the operating agreement adopted by, and any written agreements entered into by, the members for the management of the business and affairs of the Company. The initial managing members shall be Lissette Calderon, Frank Guerra and Maria Calderon.

ARTICLE VIII

Voting

Except as otherwise provided in the operating agreement adopted by, and any written agreement entered into by, the member, with respect to any matter requiring a vote of the members, each member shall have one vote for each one percent (1%) interest in the Company.

ARTICLE IX

Operating Agreement

Except as otherwise provided in the operating agreement adopted by, and any written agreement entered into by, the members, the members may from time to time, by majority vote, adopt, alter, amend or repeal the operating agreement for the Company.

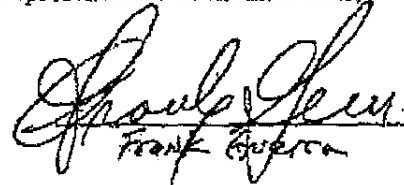
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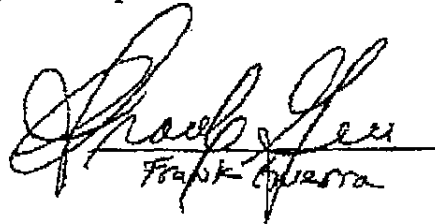
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Executed by the undersigned, as the authorized representative of the members,
this 27 day of March, 2004.


Frank Guerra

ACKNOWLEDGEMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent by the above limited liability company at
the place designated in the foregoing Articles of Organization, I hereby accept the same
and agree to act in this capacity, and agree to comply with the provisions of Florida law
relative to keeping the registered office open.


Frank Guerra

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