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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

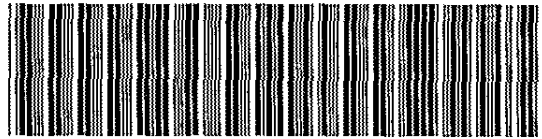
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]

R D G



RIVERS DEVELOPMENT GROUP

April 18, 2004

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Las Rosas, LLC.

Dear Sir/Madam:

Enclosed please find an originally executed copy and photocopy of the Articles of Organization for the above-captioned entity along with a check in the amount of \$130.00 for the filing fee, Designation of Registered Agent and a Certificate of Status. Please file the aforementioned document as soon as practicable and provide the undersigned with a certified copy thereafter.

Thank you in advance for your attention to this matter. Please feel free to contact the undersigned directly at (305) 461-0045 if there are any questions or comments.

Sincerely,

Oscar Rivero

Enclosures

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 APR 26 PM 12:04

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ARTICLES OF ORGANIZATION
FOR
LAS ROSAS, L.L.C.,
a Florida Limited Liability Company

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04 APR 26 PM 12:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute § 608 entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

1. **Name.** The name of this company shall be LAS ROSAS, L.L.C.
2. **Duration/Continuation.** The period of this company's duration shall be five (5) years, unless terminated by the unanimous written agreement of all members or by 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, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.
3. **Address.** The mailing and street address is 3059 Grand Avenue, Suite 410, Miami, FL 33133.
4. **Registered Agent and Office.** The name and street address of the initial registered agent and office for this company is as follows: Mr. Oscar Rivero; 3059 Grand Avenue, Suite 410, Miami, FL 33133.

Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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 position as Registered Agent as provided for in Chapter 608, F.S.



Mr. Oscar Rivero
Registered Agent

5. **Management of Company.** The company is to be managed by one member. The name and address of the member who is to manage is:

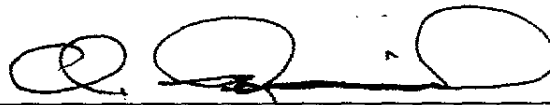
Oscar Rivero

Rivers Development Group
3059 Grand Avenue
Suite #410
Miami, Florida 33133

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TALLAHASSEE, FLORIDA

6. **Amendment of Articles of Organization.** Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by the Member of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

7. **Transferability of Member's Interest.** An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement.



Signature of a member or an authorized
Representative of a member

OSCAR RIVERO

Print Name