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Florida Department of State

Division of Corporations

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To:

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Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 MAY -3 AM 8:54

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY**VILLAGE SQUARE SOUTH, L.L.C.**

Certificate of Status	0
Certified Copy	1
Page Count	04
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ARTICLES OF ORGANIZATION
OF
VILLAGE SQUARE SOUTH, L.L.C.

ARTICLE I
NAME

The name of the limited liability company is VILLAGE SQUARE SOUTH, L.L.C.

ARTICLE II
DURATION

The period of duration for the limited liability company shall be perpetual.

ARTICLE III
ADDRESS

The mailing address and street address of the principal office of the limited liability company is 10720 Caribbean Boulevard, Suite 101, Miami, FL 33189.

ARTICLE IV
REGISTERED AGENT

The street address of the initial registered office of the limited liability company in the State of Florida is 10720 Caribbean Boulevard, Suite 101, Miami, FL 33189, and the name of the initial registered agent of this limited liability company at that address is William A. Sport.

ARTICLE V
ADMISSION OF NEW MEMBERS

The addition of new members shall require the unanimous consent of the members.

ARTICLE VI
CONTINUATION AFTER INVOLUNTARY TERMINATION

In the event of termination of the limited liability company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which involuntarily terminates the limited liability company, then, in that event, the remaining and/or surviving members shall be fully entitled to continue the business of the limited liability company provided that members owning more than fifty percent (50%) of the ownership interests then remaining shall have agreed to do so in writing.


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ARTICLE VII
MANAGEMENT

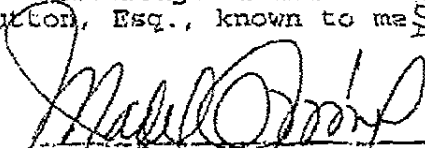
The limited liability company is a manager-managed company and will be managed by William A. Sport, its managing member. The name and address of the managing member is William A. Sport, with an address of 10720 Caribbean Boulevard, Suite 101, Miami, FL 33189.

IN WITNESS WHEREOF, John O. Sutton, Esq., as the authorized representative of William A. Sport, managing member, has executed these articles of organization this ____ day of April, 2004.

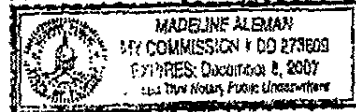

John O. Sutton, Esq.

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me _____ day of April, 2004, by John O. Sutton, Esq., known to me and _____ did not take an oath.


Notary Public
State of Florida at Large

My Commission Expires:



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TOTAL P.04


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DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE AND
ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA
STATUTES, VILLAGE SQUARE SOUTH, L.L.C. SUBMITS THE FOLLOWING
INFORMATION IN DESIGNATING ITS REGISTERED OFFICE/REGISTERED AGENT
IN THE STATE OF FLORIDA.

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

William A. Sport
10720 Caribbean Boulevard
Suite 101
Miami, FL 33189

By: 
John O. Sutton, Esq.,
Representative of
William A. Sport, Managing Member

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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 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 position as Registered Agent.

Date:

4/30/04

By:


William A. Sport

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