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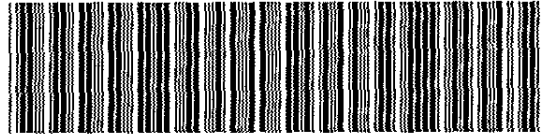
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TALLAHASSEE, FLORIDA

50615  
40-615



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 660920 80856A

AUTHORIZATION :

*Patricia Pigatto*

COST LIMIT : \$ 125.00

ORDER DATE : May 18, 2004

ORDER TIME : 3:36 PM

ORDER NO. : 660920-005

CUSTOMER NO: 80856A

CUSTOMER: Harry O. Hendry, Esq  
The Hendry Law Firm, P.a.

2242 Main Street

Fort Myers, FL 33901

DOMESTIC FILING

NAME: NUFLAC DEVELOPMENTS, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP  
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
XX PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: \_\_\_\_\_

06 MAY 18 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## ARTICLES OF ORGANIZATION

OF

**NuFlac Developments, L.L.C.**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge and file the following Articles of Organization.

### ARTICLE I - NAME

The name of the limited liability company shall be **NuFlac Developments, L.L.C.** ("The Company").

### ARTICLE II - ADDRESS

The mailing and street address of the principal office of the Company shall be 2340 N.W. 189 Avenue, Pembroke Pines, Florida 33029.

### ARTICLE III - DURATION/PURPOSE

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless this Company is dissolved as provided by law or as set forth in these Articles of Organization. The purpose of the Company is to acquire, develop and resell property in Southwest Florida, including, but not limited to Cape Coral, Lee County, Florida.

### ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and Florida street address of the registered agent is JOSE D. CEDENO, 2340 N.W. 189 Avenue, Pembroke Pines, Florida 33029.

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 the statutes relating to the proper and complete

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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 Florida Statutes.



Jose D. Cedeno

#### ARTICLE V – INITIAL MEMBERS / NEW MEMBERS / CAPITAL CONTRIBUTIONS

The initial members of the Company are FERMIN A. ACEVEDO, SAMUEL SANABRIA, GUSTAVO A. NUNEZ, LUIS R. NUNEZ, LUIS RAFAEL NUNEZ and JOSE D. CEDENO.

No additional members shall be admitted to the Company except with the unanimous written consent of all of the members of the Company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management or business affairs of the Company or become a member unless all the other members of the Company approve of the transfer by unanimous written consent.

Each member shall make additional capital contributions to the Company only on the majority vote of the members.

#### ARTICLE VI – CONTINUITY / DISSOLUTION

The members will have the right to continue the Company upon the death, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any event which terminates the continued membership of a member in the Company (collectively "withdrawal") as long as there is a remaining member, and the remaining member or members agree to continue the Company by unanimous written consent after the withdrawal of a member.

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The Company shall be dissolved at any time there are no members, provided that if an individual who is a member dies, the member's personal representative may exercise all of the member's rights for the purpose of settling the member's estate, including any power the member had to give an assignee the right to become a member.

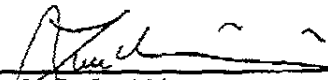
#### ARTICLE VII - MANAGEMENT


The management of the Company shall be managed by a manager or co-managers who need not be a member of the Company. The manager(s) shall be appointed by majority vote of the members. The initial co-managers shall be Luis Rafael Nunez and Jose D. Cedeno, who shall jointly serve until a successor(s) is duly elected. The consent of both co-managers is required for any action on behalf of the Company. The co-managers of the Company shall have full power and authority to conduct the business of the Company, including without limitation, the power and authority to sell, convey, encumber, manage, deal with and otherwise dispose of both real and personal property of the Company, enter into contracts of any nature on behalf of the Company, and open and close bank accounts as the authorized signer on behalf of the Company. The address of the initial co-managers is 2340 N.W. 189 Avenue, Pembroke Pines, Florida 33029.

#### ARTICLE VIII - LIABILITY OF MEMBERS

The members and manager of the Company are not personally liable under a judgment, decree, or order of a court or in any other manner, for a debt, obligation or liability of the company.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization for NuFlac Developments, L.L.C., at Broward, Florida, on this 8th day of May, 2004.

  
Luis Rafael Nunez

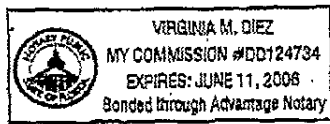
  
Jose D. Cedeno

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COUNTY OF Broward

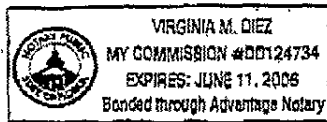
Sworn to and subscribed before me, a notary public, this 8 day of May, 2004, by LUIS RAFAEL NUNEZ, who is personally known to me, or who produced FL DL N520536674630 as identification.



Virginia M. Diez  
Notary Public  
Print Name Virginia M. Diez  
My Commission Expires: June 11, 2006

STATE OF FLORIDA  
COUNTY OF Broward

Sworn to and subscribed before me, a notary public, this 8 day of May, 2004, by JOSE D. CEDENO, who is personally known to me, or who produced FL DL C350424564460 as identification.



Virginia M. Diez  
Notary Public  
Print Name Virginia M. Diez  
My Commission Expires: June 11, 2006

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