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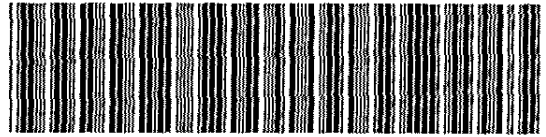
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## TRANSMITTAL LETTER

June 5, 2004

Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

SUBJECT: **DOUGLAS PROJECT, L.L.C.**

Enclosed is an original and one (1) copy of the articles of organization, and a check in the amount of \$125.00 in payment of filing fees and designation of registered.

From:

**Andrew S. James  
19370 Collins Avenue  
Apt. 1224  
Sunny Isles Beach, FL 33160**

04 JUN -9 AM 11:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY**

**DOUGLAS PROJECT, L.L.C.**

**Article I – Name**

The Name of the Limited Liability Company is:

**DOUGLAS PROJECT, L.L.C.**

**Article II – Principal Office**

The initial principal place of business and mailing address of this Limited Liability Company is:

**19370 Collins Avenue  
Apt. 1224  
Sunny Isles Beach, FL 33160**

**Article III – Management**

The Limited Liability Company is Manager managed by the following persons whose names and addresses are as follows:

**Andrew S. James, 19370 Collins Avenue, Apt. 1224, Sunny Isles Beach, FL 33160**

**Sergio Rubalcaba, 1136 NW 125 Place, Unit 105, Miami, FL 33182**

All limited liability company powers, business, and affairs shall be exercised or directed by or under the authority of the aforementioned managers.

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#### **Article IV – Capital Contributions**

Capital contributions in the amount of One Hundred Dollars (\$100.00) shall be paid by the following members:

<b>Andrew S. James</b>	<b>\$50.00</b>
<b>Maria E. Almeida</b>	<b>\$50.00</b>

#### **Article V – Initial Registered Agent and Address**

The name and address of the initial registered agent for this corporation is:

**Andrew S. James  
19370 Collins Avenue  
Apt. 1224  
Sunny Isles Beach, FL 33160**

#### **Article VI – Purpose**

The Purpose of this Limited Liability Company is: Real property development and any or all-lawful business permitted under the laws of the United States, the State of Florida, and any other state, county, territory or nation.

#### **Article VII – Duration**

The Limited Liability Company shall exist perpetually until dissolved in a manner provided by law, or as provided in the regulations adopted by its members.

#### **Article VIII – Membership Restrictions**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

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TALLAHASSEE, FLORIDA

Every member, upon the increase in the capital of the Limited Liability Company whether it be previously authorized in the Articles of Organization filed originally or authorized by amendment thereto, shall have the right to purchase his pro-rata share thereof at the same price and under the same terms at which it is offered to others.

### **Article IX- Beginning of LLC's Existence**

The date when the existence of this Limited Liability Company shall begin business shall be the time of filing of these Articles of Organization by the Department of State.

### **Article X- Limitation of Liability**

Each member or manager, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a member or manager of the Limited Liability Company or of any subsidiary, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any member or manager may be entitled as a matter of law.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the Limited Liability Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

### **Article XI- Self Dealing**

No contract or other transaction between the Limited Liability Company and other entities, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the members or managers of this Limited Liability Company is or are interested in a contract or transaction, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a member or manager of the Limited Liability Company is hereby relieved from any liability that might otherwise exist from this contracting with the company for the benefit of himself or any firm, association or corporation in which he may be in any way interested, provided by the fact that he is so interested shall be disclosed or shall be known to the other members and managers.

### **Article XII- Amendments**

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved by the unanimous vote of all its members, unless all the members sign a written statement manifesting their intention that a certain amendment of these Articles of Organization be made.

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TALLAHASSEE

## Article XII- Amendments

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved by the unanimous vote of all its members, unless all the members sign a written statement manifesting their intention that a certain amendment of these Articles of Organization be made.

## Article XIII – Profits and Losses

**Profit Sharing:** The members shall be entitled to the net profits arising from the operation of the Limited Liability Company's business that remain after payment of the expenses of conducting its business. Each member shall be entitled to a distributive share of the profits. The distributive share of the profits shall be determined and paid to the members after year's end, according to their participative share.

**Loss Sharing:** All losses that occur in the operation of the Limited Liability Company's business shall be paid out of the capital contributed and undistributed profits.

## Organizers

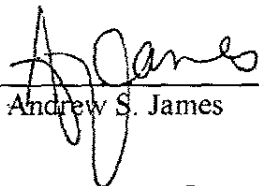
The names and addresses of the Organizers for this Limited Liability Company

**Andrew S. James, 19370 Collins Avenue, Apt. 1224, Sunny Isles Beach, FL 33160**


**Maria E. Almeida, 1136 NW 125 Place, Unit 105, Miami, FL 33182**

**Sergio Rubalcaba, 1136 NW 125 Place, Unit 105, Miami, FL 33182**

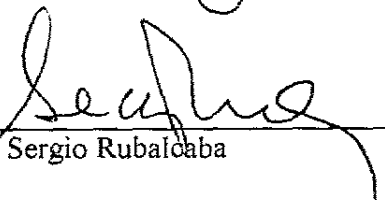
In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts herein are true.

  
\_\_\_\_\_  
Andrew S. James

6/05/04  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Maria E. Almeida

6/05/04  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Sergio Rubalcaba

6/05/04  
\_\_\_\_\_  
Date

SECRET  
FALL HARBOR, FLORIDA

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**Certificate of Designation of  
Registered Agent/Registered Office**

Pursuant to the provisions of Chapter 608 of the Florida Statutes, the undersigned Limited Liability Company, organized under the laws of the State of Florida, submits the following statement in the designation of the registered Agent/Registered Office, located in the State of Florida:

The name of the Limited Liability Company is:

**Douglas Project, L.L.C.**

The name and address of the initial registered agent for this Limited Liability Company is:

**Andrew S. James  
19370 Collins Avenue  
Apt. 1224  
Sunny Isles Beach, FL 33160**

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.

  
\_\_\_\_\_  
Signature of Registered Agent

6/05/04  
\_\_\_\_\_  
Date

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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