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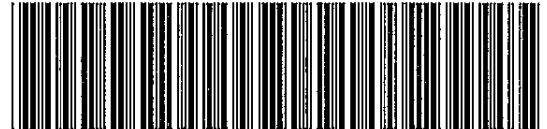
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 816201 11758A

AUTHORIZATION :

Patricia Pigute

COST LIMIT : \$ 155.00

ORDER DATE : July 22, 2004

ORDER TIME : 11:08 AM

ORDER NO. : 816201-005

CUSTOMER NO: 11758A

CUSTOMER: Jeffrey S. Wachs, Esq
Doumar Allsworth Cross
Laystrom Perloff Voigt Wachs M
1177 Southeast Third Avenue

Fort Lauderdale, FL 33316

DOMESTIC FILING

NAME: CASTELANE LOFTS II, LLC

EFFECTIVE DATE: 07/23/2004

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea - EXT. 2914

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA
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ARTICLES OF ORGANIZATION

OF

CASTELANE LOFTS II, LLC

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
7/25/04

The undersigned initial members of CASTELANE LOFTS II, LLC, a Florida limited liability company formed hereunder (the "Company"), hereby form a limited liability company under the laws of the State of Florida.

ARTICLE I. COMPANY NAME

The name of this Company is: CASTELANE LOFTS II, LLC

ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence on July 23, 2004, and shall continue until December 31, 2054, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

ARTICLE III. MAILING ADDRESS OF COMPANY

The initial mailing address of this Company is:

17150 Arvida Parkway
Suite 2
Weston, Florida 33326

Such mailing address may also be revised to such locations within the State of Florida and may be determined by the unanimous vote of the voting members of the Company.

ARTICLE IV. STREET ADDRESS OF COMPANY

The initial street address of the principal office of the Company is:

17150 Arvida Parkway
Suite 2
Weston, Florida 33326

Such street address may also be revised to such locations within the State of Florida and may be determined by the unanimous vote of the voting members of the Company.

ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The initial registered agent and the street address of the initial registered agent of this Company in the State of Florida shall be:

Jeffrey S. Wachs, Esq.
1177 S.E. 3rd Avenue
Fort Lauderdale, Florida 33316

ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the unanimous vote of all voting members of the Company at a duly called meeting of the voting members or by written consent of all voting members of the Company.

ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the unanimous vote of all voting members of the Company, (excluding the member seeking to transfer his interest in the Company), which vote is taken at a duly called meeting of the voting members or by written consent of all voting members of the Company.

ARTICLE VIII. DISSOLUTION OF COMPANY

Upon the death, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company, the Company shall be dissolved unless the surviving voting members elect to continue the Company upon the unanimous vote of all the voting members of Company which vote is taken at a duly called meeting of the voting members or by written consent of all voting members of the Company.

ARTICLE IX. MANAGEMENT OF THE COMPANY

The Company shall be managed by the individuals whose names are set forth below:

Albert Alexandre Yokana
809 Crestview Circle
Weston, Florida 33327

Jairo Hernando Vela
17150 Arvida Parkway
Suite 2
Weston, Florida 33326

Crisanto Garzon
17150 Arvida Parkway
Suite 2
Weston, Florida 33326

ARTICLE X. RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital except as provided in the Company's Regulations then in existence.

ARTICLE XI. AMENDMENT TO ARTICLES OF ORGANIZATION

Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the unanimous vote of all the voting members of the Company which vote is taken at a duly called meeting of the voting members or by written consent of all the voting members of the Company.

ARTICLE XII. AMENDMENT OF REGULATIONS

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the unanimous vote of all the voting members of the Company which vote is taken at a duly called meeting of the voting members or by written consent of all the voting members of the Company.

IN WITNESS WHEREOF, the undersigned initial members have executed the foregoing Articles of Organization as of this 21st day of July, 2004.

INITIAL MEMBER(S):

CONTEMPUS DEVELOPMENT, LLC.

By: 

ALBERT ALEXANDRE YOKANA, MANAGER,
INITIAL MEMBER

AKOA, LLC.

By: 

JAIRO HERNANDO VELA, MANAGER,
INITIAL MEMBER

CERTIFICATE ACCEPTING DESIGNATION AS
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN
THIS STATE MAY BE SERVED

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability Company Act:

Having been appointed registered agent of CASTELANE LOFTS II, LLC, in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.

Dated: July 21, 2004, 2004

Jeffrey S. Wachs
JEFFREY S. WACHS