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LIMITED LIABILITY COMPANY

BIRD GROVE DEVELOPMENT, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
BIRD GROVE DEVELOPMENT, L.L.C.,
a Florida limited liability company**

Pursuant to the provisions of Section 608.411, Florida Statutes, this Florida profit limited liability company adopts the following Articles of Organization:

ARTICLE I.

The name of the limited liability company is **BIRD GROVE DEVELOPMENT, LLC.**

ARTICLE II.

The period of existence of the limited liability company shall be perpetual, commencing on the date the original Articles were filed.

ARTICLE III.

The mailing address and street address of the principal office of this limited liability company are:

<u>Street Address</u>	<u>Mailing Address</u>
170 Ocean Lane Drive # 903 Key Biscayne, FL 33149	PO Box 491345 Key Biscayne, FL 33149

ARTICLE IV.

The name and address of the registered agent is:

<u>Registered Agent</u>	<u>Address of Registered Office</u>
Kevin L. Deeb, Esquire	2350 Coral Way Suite 401 Miami, Florida 33145-3536

ARTICLE V.

The Operating Agreement of the limited liability company (hereinafter the "Company") contains provisions regarding:

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1 The nature of the business to be transacted or the purposes to be promoted or carried out by the Company, which shall be to own, operate, manage, develop, mortgage, lease, sell and to otherwise undertake such activities as are determined by the Company with respect to real property known as "Bird Grove" and located at 2734 Bird Avenue, Miami, Florida 33133 and the personal property of the Company which is located therein or is used in connection therewith, and all business of the Company relating thereto, and for no other purpose whatsoever.

2. The rights of the members to admit additional members and the terms and conditions of the admissions.

3. The rights of the remaining members of this Company to continue the business of this Company on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, and any other event which may terminate the continued membership in this Company.

ARTICLE VI.

The management of the Company is to be reserved to a Member, more specifically, Alfonso Martinez, having an address at 170 Ocean Lane Drive # 903 Key Biscayne, FL 33149 (the "Managing Member").

ARTICLE V.

The Interests of the current Members shall be evidenced by Certificates, which shall be issued by the corporation reflecting the percentage interest held by the Members.

ARTICLE VI.

The Operating Agreement between the Manager and the Company shall be adopted by the Members. Thereafter, the power to alter, amend, or repeal the Operating Agreement shall be vested in the Members of the Company in the manner set forth in the Operating Agreement; provided, however, that the consent of the Managing Entity shall be required before any amendment, alteration or repeal of the Operating Agreement.

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IN WITNESS WHEREOF, the undersigned has executed these Articles or Organization this 20th day of August, 2004, at Miami, Florida.


Kevin L. Deeb, Authorized Representative

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT
OF
BIRD GROVE DEVELOPMENT, L.L.C.,

Pursuant to Chapter 608 of the Florida Limited Liability Company Act, the following is submitted in compliance with said Act:

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 as provided for in Chapter 608, F.S.

Dated this 20th day of August, 2004.


Kevin L. Debb, Esquire
Registered Agent's Signature

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