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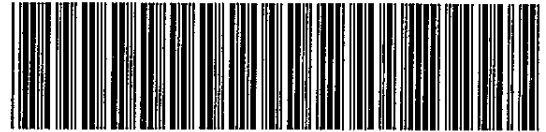
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## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Kelly & Menendez Design Associates, L.L.C.  
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$ 125.00 .

FROM: Don R. Livingstone, Esq.  
Name  
7711 S. W. 62 Ave.  
Address  
Miami, FL 33143  
City, State, & Zip  
( 305 ) 665-1821  
Telephone Number

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Note: Additional copy of articles is needed only when certified copy is requested.

**ARTICLES OF ORGANIZATION  
OF  
KELLY & MENENDEZ DESIGN ASSOCIATES, 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 **KELLY & MENENDEZ DESIGN ASSOCIATES, L.L.C.** ("Company"). The principal place of business and the mailing address of the Company in Florida shall be 5601 Collins Avenue, CU-15, Miami Beach, FL 33140.

**ARTICLE II - Duration**

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 terminate 30 years from the date of these Articles unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE III – Purposes & Powers**

The general purpose for which the Company is organized is to provide architectural and design services for commercial and residential clients and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

**ARTICLE IV – Registered Office & Agent**

The name and street address of the registered agent of the Company in the State of Florida is Daniel Menendez, 5601 Collins Avenue, CU-15, Miami Beach, FL 33140.

**ARTICLE V – Operating Agreement**

These Articles shall be deemed the operating agreement of the Company until the members may otherwise provide not inconsistent with applicable law and these Articles.

**ARTICLE VI – Additional Capital Contributions**

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

**ARTICLE VII – Admission of New Members**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon 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

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participate in the management of the business and affairs of the Company or become a member unless all the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VIII – Termination of Existence

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least two remaining members.

#### ARTICLE IX – Management

The Company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the initial manager of the company is Daniel Menendez, 5601 Collins Avenue, CU-15, Miami Beach, FL 33140.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purposes this 30 day of July, 2004.

  
DANIEL MENENDEZ

  
JANET KELLY

Before me personally appeared Daniel Menendez and Janet Kelly to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and they freely and voluntarily acknowledged before me according to law that they made the same for the uses and purposes mentioned and set forth in it.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 30 day of July, 2004.



Don R. Livingstone  
MY COMMISSION # DD064817 EXPIRES  
December 15, 2005  
BONDED THRU TROY FAIN INSURANCE, INC.

  
Notary Public, State of Florida

#### ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of KELLY & MENENDEZ DESIGN ASSOCIATES, L.L.C., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.

  
DANIEL MENENDEZ  
Registered Agent