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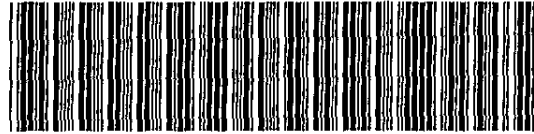
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**ADORNO & YOSS**

A PROFESSIONAL ASSOCIATION

2601 SOUTH BAYSHORE DRIVE, SUITE 1600  
MIAMI, FLORIDA 33133  
PHONE: (305) 858-5555, FAX: (305) 858-4777  
WWW.ADORNO.COM

MARGARET O'D. RYDER  
LEGAL ASSISTANT

DIRECT LINE: (305) 860-7362  
EMAIL: MOR@ADORNO.COM

September 28, 2004

VIA UPS

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

**A&Y Realty Services, LLC  
Articles of Organization**

Ladies and Gentlemen:

Enclosed herein are the original Articles of Organization on behalf of the captioned limited liability company. Also enclosed please find this firm's check in the amount of \$160.00, to cover the requisite filing, certified copy and Certificate of Good Standing fees for such filing. Please forward the certified copy of the enclosed Articles of Organization along with the Certificate of Good Standing in the enclosed prepaid, UPS envelope. If you have any questions please call Carlos Mas at (305) 860-7097.

Sincerely,

Margaret O'D. Ryder

Enclosures  
cc: Carlos Mas, Esq.

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TALLAHASSEE, FLORIDA  
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**ARTICLES OF ORGANIZATION  
OF  
A&Y REALTY SERVICES, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, pursuant to Chapter 608 of the Florida Statutes, hereby makes, acknowledges and files the following Articles of Organization (the "Articles").

**ARTICLE I. NAME**

The name of the limited liability company is A&Y Realty Services, LLC (the "Company").

**ARTICLE II. MAILING AND STREET ADDRESS**

The mailing address and street address of the principal office of the Company shall be 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133, Attention: Alfredo L. Gonzalez.

**ARTICLE III. REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company in the State of Florida is Carlos A. Mas, Esq., 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

**ARTICLE IV. DURATION**

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Operating Agreement.

**ARTICLE V. PROFITS AND LOSSES**

Profits and losses shall be allocated to the sole member, as provided in the Operating Agreement, duly adopted and as amended from time to time by the sole member.

**ARTICLE VI. RESTRICTIONS ON MEMBERSHIP**

No additional members shall be admitted to the Company except upon such terms and conditions as set forth in the Operating Agreement. Contributions required of new members shall be determined as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, as set forth in the Operating Agreement, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member, unless the other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer in accordance with the requirements set forth in the Operating Agreement.

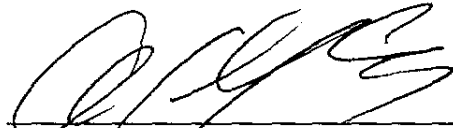
**ARTICLE VII. MANAGEMENT**

The Company shall be a manager-managed limited liability company and shall be managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the business and operations of the Company, not inconsistent with Florida law or the Articles.

**ARTICLE VIII. AMENDMENT**

The Articles may be amended only in accordance with the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization on this 23 day of SEPTEMBER, 2004.

  
Name: ALFREDO L. GONZALEZ  
Authorized Representative

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned, being the person named in the Articles of Organization of A&Y Realty Services, LLC, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.

By:   
Carlos A. Mas, Esq.

Dated: 9/23/, 2004

FILED  
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TALLAHASSEE, FLORIDA