

OCT-14-2004 (THU)

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CARLTON FIELDS

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Division of Corporations

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From: Account Name : CARLTON FIELDS
Account Number : 076077000355
Phone : (813)223-7000
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LIMITED LIABILITY COMPANY

H&F REAL PROPERTY INVESTMENTS, LLC

| | |
|-----------------------|----------|
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SECRETARY OF STATE
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ARTICLES OF ORGANIZATION
OF
H&F REAL PROPERTY INVESTMENTS, LLC

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization of H&F REAL PROPERTY INVESTMENTS, LLC (the "Company"):

ARTICLE ONE

NAME

The name of the limited liability company is H&F REAL PROPERTY INVESTMENTS, LLC.

ARTICLE TWO

ADDRESS

The mailing address and street address of the principal office of the Company is 9440 S.W. 102nd Street, Miami, Florida 33176.

ARTICLE THREE

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company is Sanson, Kline, Jacomino & Company, LLP, 782 N.W. LeJeune Road, Miami, Florida 33126.

ARTICLE FOUR

MANAGEMENT

The Company will be a manager-managed company. The initial managers are: Feliberto Portales and Helvia Portales, who shall serve until the next annual meeting of Voting Members or until a successor or

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successors are duly elected and qualified, pursuant to the Operating Agreement of the Company.

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ARTICLE FIVE
INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

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

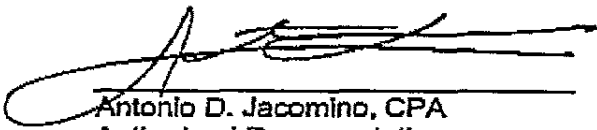
IN WITNESS WHEREOF, these Articles of Organization have been executed by an authorized representative of a Member of the Company as of Oct 13 2004.


Ana C. Harris,
Authorized Representative

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for H&F REAL PROPERTY INVESTMENTS, LLC, in the foregoing Articles of Organization, I, Antonio D. Jacomino, on behalf of SANSON, KLINE, JACOMINO & COMPANY, LLP, hereby agree to accept service of process for said limited liability company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.


Antonio D. Jacomino, CPA
Authorized Representative

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