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LIMITED LIABILITY COMPANY

tierra ventures, llc

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**ARTICLES OF ORGANIZATION OF
TIERRA VENTURES, LLC**

The undersigned certify that we have associated ourselves together for the purpose of becoming a limited liability company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the limited liability company.

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the limited liability company shall be TIERRA VENTURES, LLC, and its principal office shall be located at 18980 S.W. 30th Street, Miramar, FL 33029, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II. PURPOSES AND POWERS

In addition to the powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted, and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.

Prepared by:
Patrick Russell, Esq.
28 West Flagler Street, Suite 201
Miami, FL 33130
Telephone (305) 373-3826
Fla. Bar No. 995568

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3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles, and to hold, utilize, and in any manner dispose of the rights and property so acquired.

4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the

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furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers.

Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the limited liability company to carry on any business, exercise any power, or do any act which a limited liability company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III. MANAGEMENT

Management of this limited liability company is reserved to its members, whose names and addresses are as follows:

Member Names and Addresses

Rod M. Byrd, 18980 S.W. 30th Street, Miramar, FL 33029

James D. Archie, 3640 Langrehr Road, Baltimore, MD 21244

Rhonda V Brown, 8735 Lisa Lane, Randallstown, MD 21133

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ARTICLE IV. MEMBERSHIP VOTING INTEREST

Except as otherwise specifically provided for in this agreement, each initial member shall have a voting interest in matters affecting the limited company (the "voting interest") in the following proportions and percentages:

Member Name and Voting Interest

Rod M. Byrd, 33.33%

James D. Archie, 33.33%

Rhonda V. Brown. 33.33%

The voting interest, as set forth above, for each member, shall remain constant, unless amended or modified in a writing signed by each member.

ARTICLE V. MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, and an election of the remaining members pursuant to it to

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continue the business of the limited company, the withdrawing member, *his or her* estate, or heirs shall receive as full payment for *his or her* interest in the limited company, *his or her* member's share multiplied by the book value of the limited company. Book value is based on the value of assets less liabilities as reflected on the books of the limited company and shall not include any provision for good will. Member's share is the percentage of capital contributions the member made to the limited company's overall capital and/or assets. On the remaining member's voting to continue the business of the limited company, the withdrawing member, *his or her* estate, or heir's shall execute and deliver any documents as may be required to effectuate a transfer and assignment of the member's interest in the limited company. The withdrawing member, *his or her* estate, or heirs shall receive payment for *his or her* interest by receiving the Purchase Price in twenty-four equal monthly installments. The first payment shall commence upon receipt of all documents as may be required to effectuate a transfer and assignment of the member's interest in the limited company.

ARTICLE VI. CAPITAL CONTRIBUTIONS

Capital contributions will be made as required for investment purposes, as determined by unanimous consent of the members. Members will make contributions in equal shares.

ARTICLE VII. PROFITS AND LOSSES

(a) *Profit Sharing.* The members shall be entitled to the net profits arising from the operation of the limited liability company business that remain after the payment of the expenses of conducting the business of the limited liability company.

(b) *Losses.* All losses that occur in the operation of the limited liability company business shall be paid out of the capital of the limited liability company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members.

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ARTICLE VIII. DURATION

This limited liability company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

ARTICLE IX. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the limited liability company is 18980 S.W. 30th Street, Miramar, FL 33029, and the name of the company's initial registered agent at that address is Rod M. Byrd.

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.


Registered Agent's Signature
Rod M. Byrd

The undersigned, being the original members of the limited liability company, certify that this instrument constitutes the proposed Articles of Organization of TIERRA VENTURES, LLC.

Executed by the undersigned at 28 West Flagler, Suite 201, Miami, FL 33130 on this date: 11/2/04


Signature of a member or an authorized representative of a member

In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.

Rod M. Byrd
Printed Name

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