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**LIMITED LIABILITY COMPANY**

royal properties & investments of miami, l.l.c.

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Articles of Organization  
of  
ROYAL PROPERTIES & INVESTMENTS OF MIAMI, L.L.C.

Pursuant to the Florida Limited Liability Company Act the undersigned, acting as organizer of a limited liability company, hereby adopts the following Articles of Organization for such Company:

Article I  
Name

The name of the limited liability company is ROYAL PROPERTIES & INVESTMENTS OF MIAMI, L.L.C.

Article II  
Company Existence

The Company's existence shall be perpetual and shall be effective upon the filing of these Articles of Organization with the Florida Department of State.

Article III  
Units Of Equity Ownership

Section A. Authorized Units of Equity Ownership. ROYAL PROPERTIES & INVESTMENTS OF MIAMI, L.L.C., is authorized to issue units of equity ownership, all of which shall be identical units.

Section B. Restrictions on Disposition of Units. No Member of this Company shall sell, transfer, convey, pledge, give, distribute or encumber any unit or units in the Company without first giving notice in writing to the Company of such intended disposition and without first securing the written approval of Members of the Company owning 51% of the then-issued and outstanding Membership Units of the Company. However, nothing contained herein shall prevent distribution by operation of law, of such unit or units, provided that in such case a transferee shall be bound by the provisions contained in this Section the same as an original Member.

Section C. Limit on Number of Members. All of the Company's issued units shall be held of record by not more than seven persons.

Article IV  
Registered Agent And Office

The address of the initial Registered Office of the Company is 16027 SW 68<sup>TH</sup> STREET MIAMI, FL 33193, and the name of its initial Registered Agent at such address is LUIS VARONA.

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**Article V**  
**Principal Office**

The mailing address and street address of the principal office of the Company is 16027 SW 68<sup>TH</sup> STREET MIAMI, FL 33193

**Article VI**  
**Organizer**

The name and address of the organizer is:

LUIS VARONA  
16027 SW 68<sup>TH</sup> STREET  
MIAMI, FL 33193

**Article VII**  
**Purpose And Power**

The Company shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which companies may be organized under the Florida Limited Liability Company Act. In connection with the above-mentioned purposes, the Company shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Limited Liability Company Act.

**Article VIII**  
**Indemnification**

The Company shall indemnify any Member, Manager and/or Member-Manager who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that such Member, Manager and/or Member-Manager is or was a Member, Officer or employee of the Company, or is or was serving at the request of the Company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by such Member, Manager and/or Member-Manager in connection with such action, suit or proceeding. The Company shall not indemnify any Member, Manager and/or Member-Manager in the event of (i) a breach of such Member, Manager and/or Member-Manager's duty of loyalty to the Company or its Members, (ii) acts or omissions not in good faith or which involve intentional misconduct or knowing violation of the law, (iii) a transaction from which such Member, Manager and/or Member-Manager derived an improper personal benefit, or (iv) acts or omissions for which indemnification is prohibited under the Florida Limited Liability Company Act, or (v)

*Filed by: Gonzalo Perez, Jr., Esq., GONZALO PEREZ, JR., P.A., 2151 La Jume Road, Suite 204,  
Coral Gables, Florida, 33134 Telephone (305) 446-2311; Facsimile (305) 446-2774*

judgments, penalties, fines, and settlements arising from any proceeding by or in the right of the Company, or against expenses in any such case where such Member, Manager and/or Member-Manager shall be adjudged liable to the Company. Any indemnification provided for in this Article (unless ordered by a court) shall be made by the Company only as authorized in the specific case upon a determination that indemnification of the Member, Manager and/or Member-Manager is proper in the circumstances because such Member, Manager and/or Member-Manager had met the applicable standard of conduct set forth in this Article. Such determination shall be made: (i) by the Members by a majority vote of a quorum consisting of Members who were not parties to such action, suit, or proceeding; or (ii) by special legal counsel, selected by the Members by vote as set forth in (i) above.


The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any agreement, vote of Members, or disinterested Officers or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer or a Member and shall inure to the benefit of the heirs, executors, and administrators of such person.

#### Article IX Amendment Of Articles of Organization

The Company reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Organization in the manner now or hereafter prescribed by statute and all rights conferred upon Members herein are granted subject to this reservation.

Signature of member or authorized representative of member.

Dated November 29 2004.

  
\_\_\_\_\_  
LUIS VARONA  
Organizer

*Filed by: Gonzalo Perez, Jr., Esq., GONZALO PEREZ, JR., P.A., 2151 Le Jeune Road, Suite 204,  
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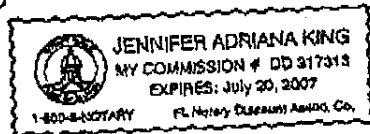
State of Florida

County of Miami-Dade

)  
) ss.  
)

The foregoing instrument was acknowledged before me this November 29, 2004 by  
LUIS VARONA.

(Seal, if any)



Notary Public in and for said State

My commission expires on \_\_\_\_\_

Filed by: Gonzalo Perez, Jr., Esq., GONZALO PEREZ, JR., P.A., 2151 Le Jeune Road, Suite 204,  
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## ROYAL PROPERTIES &amp; INVESTMENTS OF MIAMI, L.L.C.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT: ROYAL PROPERTIES & INVESTMENTS OF MIAMI, L.L.C. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF MIAMI-DADE COUNTY, STATE OF FLORIDA, HAS NAMED LUIS VARONA, 16027 SW 68<sup>th</sup> MIAMI, FL 33193, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
LUIS VARONA

TITLE: INCORPORATOR

DATE: 11/29/04

HAVING BEEN NAMED TO ACCEPT THE SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: 

LUIS VARONA

DATE: 11/29/04

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