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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY**LEOPOLDINA, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Articles of Organization
of
Leopoldina, LLC
a Florida Limited Liability Company**

ARTICLE I

The name of the Limited Liability Company ("Company") is:

Leopoldina, LLC

ARTICLE II

The initial street address and mailing address of the principal office of the Company is 3001 SW Third Avenue, Miami, Florida 33129.

ARTICLE III

The name and Florida address of the Company's Registered Agent is:

Jacqueline del Cristo Minges, Esq.
de la O & Marko, P.A.
3001 S.W. Third Avenue
Miami, Florida 33129

ARTICLE IV

The Company's existence shall be perpetual.

ARTICLE V

Pursuant to section 608.4235 of the Florida Limited Liability Company Act, no member of the Company shall be an agent of the Company solely by virtue of being a member.

In accordance with F.S. 608.408(3), the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated therein are true.

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IN WITNESS WHEREOF, the undersigned has signed these Articles of Organization as an authorized representative of a member this 22nd day of December 2004. JAN -3 A 10: 22


Jacqueline del Cristo Minges, Esq.
Authorized Representative

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for Leopoldina, LLC at the place designated in the Articles of Organization, 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.


Jacqueline del Cristo Minges, Esq.

Date: January 3, 2005