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PICK-UP WAIT MAIL

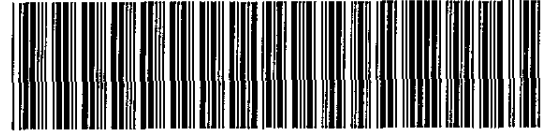
(Business Entity Name)

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DEPARTMENT OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. PROSPERITY INVESTMENTS AND PROPERTIES,
(Corporation Name) (Document #)

LLC.

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

Walk in

Pick up time

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Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

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ARTICLES OF ORGANIZATION

OF

PROSPERITY INVESTMENTS AND PROPERTIES, LLC.

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

ARTICLE 1 - NAME

The name of the limited liability company shall be **PROSPERITY INVESTMENTS AND PROPERTIES, LLC.** ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be **3550 BISCAYNE BLVD SUITE #700 MIAMI FLORIDA, 33137** and the mailing address shall be the same.

ARTICLE 3 - EFFECTIVE DATE

The Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 - DURATION

The period of duration for the Limited Liability Company shall commence on the date on which these Articles of Organization are filed with the Department of the State of Florida, and shall be perpetual.

ARTICLE 5 - PURPOSES AND POWERS

The limited Liability Company is formed to engage in any lawful act or activity under the laws of the State of Florida.

ARTICLE 6 - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida Street address of the initial Registered Agent is:

Joaquim Cavaignac 701 Brickell Key Blvd #1912
Miami Florida, 33131

ARTICLE 7 - MANAGEMENT

The Managers of the Company shall be:

Operating Manager	: JOAQUIM CAVAIAGNAC
Secretary	: YARA CAVAIAGNAC
Treasurer	: YARA CAVAIAGNAC

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ARTICLE 8 - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except by the majority interest of the member(s) of the Company. A member may transfer his or her interest in the Company as set forth in the regulations of the Company, 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 all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

ARTICLE 9 - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provide there are at least one remaining member.

ARTICLE 10 - MEMBERS

The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the Company are:

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<u>Members</u>	<u>Percentage Membership Interest</u>	<u>Consideration</u>
JOAQUIM CAVAINAC 701 BRICKELL KEY BLVD #1912 MIAMI FL, 33131	50 %	\$ 75,000
YARA CAVAINAC 701 BRICKELL KEY BLVD #1912 MIAMI FL, 33131	50 %	\$ 75,000


Hereby Accepts such offers, upon delivery in full to this Company of such consideration; and the Managers are hereby authorized, empowered and directed to issue and deliver to each Member and appropriate membership certificate reflecting the interest so purchased.

Dated as of this 6th day of January, 2005.

MEMBER:


Joaquim Cavaignac

MEMBER:


Yara Cavaignac

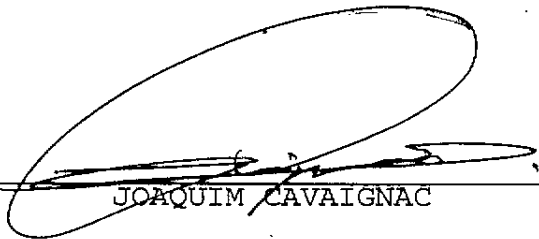
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TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF ORGANIZATION

JOAQUIM CAVAIAGNAC, having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent.

JOAQUIM CAVAIAGNAC

By: _____



JOAQUIM CAVAIAGNAC

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