Division of Corporations

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To:

Division of Corporations

Fax Number ; (850)205-0383

05 FEB -8 PM 12: 49

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number : 072450003255

....(305) 634-3694

Fax Number

: (305)633-9696

LIMITED LIABILITY COMPANY

terra citisquare land investment, llc

| Certificate of Status | 0 |
|-----------------------|----------|
| Certified Copy | 1 |
| Page Count | 03 |
| Estimated Charge | \$155.00 |

J. SANGAL FEB - 8 2005





ARTICLES OF ORGANIZATION

FOR

TERRA CITISQUARE LAND INVESTMENT, LLC

ARTICLE I. - NAME:

The name of this Limited Liability Company ("Company") shall be:

TERRA CITISQUARE LAND INVESTMENT, LLC

ARTICLE IL - ADDRESS

The mailing address and street address of the principal office of the Company is:

c/o 1200 Brickell Avenue, Suite 1800, Miami, Florida 33131.

ARTICLE III. - MANAGEMENT

The Company is to be managed by: a manager or managers and the name(s) and address of such manager(s) is:

Pedro A. Martin 1200 Brickell Avenue, Suite 1800

Miami Fl 33132

Signature of authorized representative of a member

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

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is: TERRA CITISQUARE LAND INVESTMENT, LLC.
- 2. The name and the Florida street address of the registered agent are:

PEDRO A. MARTIN NAME

1200 Brickell Avenue, Suite 1800

Miami. Florida 33131

Florida street address (P.O. BOX NOT ACCEPTABLE)

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.

SIGNATURE

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