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ARTICLES OF ORGANIZATION OF

RIO RESIDENCES, LLC

a Florida Limited
Liability Company

ARTICLE I
NAME

The name of this Limited Liability Company is:

RIO RESIDENCES, LLC

ARTICLE II
PURPOSE

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat. as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

ARTICLE III
ADDRESS

The mailing and street address of the Company's principal place of business is :

**10690 SW 7 TERRACE
MIAMI, FL 33174**

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SECRET
ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED

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ARTICLE IV
DURATION

The period of duration of the Company shall be perpetual. The remaining members are given the right to continue the business of the limited liability company on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member, upon a meeting and unanimous vote within sixty days of said event(s) to continue said business.

ARTICLE V
MANAGEMENT

The management of the Company shall be by one Manager and is therefore a manager-managed company. The initial manager is Armando Perez-Aleman. The initial managers' address is 10690 SW 7 Terrace, Miami, FL 33174.

ARTICLE VI
MEMBERS

The names and addresses of the initial member is as follows:

CITYWIDE DEVELOPMENT CORPORATION
TAX ID NO. 65-0903856
10690 SW 7 TERR
MIAMI, FL 33174

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ARTICLE VII
ADMISSION OF NEW MEMBERS

The members shall not have the right to admit new members to the Company. New members may come into the Company only upon the agreement of those members owning at least one hundred percent (100%) of the interest in the Company and upon such terms and conditions as the existing members may unanimously agree.

ARTICLE VIII
ADOPTION OF REGULATIONS

The members shall adopt Regulations for the Company, which Regulations may contain any provision for the regulation and management of the affairs of the Company not inconsistent with these Articles of Organization or Chapter 608, Fla. Stat.

ARTICLE IX
AMENDMENT OF ARTICLES OF ORGANIZATION

These Articles may be amended at any time by a resolution adopted by the members, in conformity with the Regulations permitting said amendment, at any annual or special meeting.

ARTICLE X
**INITIAL ADDRESS OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT**

The street address of the initial registered office of this limited liability company in the State of Florida is 10690 SW 7 Terrace, Miami, FL 33174. The Members may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

The initial Registered Agent is designated as ARMANDO PEREZ-ALEMAN. The Registered Agent of the limited liability company may be changed at any time by a vote of the Members without an amendment of these Articles.

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
OF

RIO RESIDENCES, LLC

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

1. The name of the Limited Liability Company is:

RIO RESIDENCES, LLC

2. The name and address of the registered agent and office is:

**ARMANDO PEREZ-ALEMAN
10690 SW 7 TERRACE
MIAMI, FL 33174**

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.


ARMANDO PEREZ-ALEMAN

MARCH 1, 2005

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