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LIMITED LIABILITY COMPANY

VILLA PONCE DEVELOPMENT, LLC

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**ARTICLES OF ORGANIZATION
OF
VILLA PONCE DEVELOPMENT, LLC**

The undersigned, for purposes of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

**ARTICLE I
Name**

The name of the limited liability company is **VILLA PONCE DEVELOPMENT, LLC** (the "Company")

**ARTICLE II
Duration**

This Company shall exist on the date of the filing of these Articles of Organization with the Secretary of State of Florida. The duration of the Company shall be perpetual.

**ARTICLE III
Nature of Business and Mailing Address**

This Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's initial principal office is 7270 NW 12th Street, Suite 410, Miami, Florida 33126.

**ARTICLE IV
Initial Registered Office Agent**

The name of the initial registered agent of the Company is Weiss Serota Helfman Pastoriza Ouedes Cole & Boniske, and the street address of the initial registered office of this Company is 2665 South Bayshore Drive, Suite 420, Miami, Florida 33133.

**ARTICLE V
Indemnification**

This Company shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was manager, member, director or officer of the Company, or is or was serving at the request of this Company as a manager, member, officer, trustee, employee or agent of or in any other capacity with another company, partnership, joint venture, trust or other enterprise, against expenses (including attorney fee's), judgments, fines and amounts paid in settlement and reasonably incurred by him

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in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an manager, member, officer, employee, or agent of this Company and such breach constitutes:

(1) a violation of criminal law, unless the manager, member, director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) a transaction from which the manager, member, director, officer, employee, agent derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act of omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a manger, member, director, officer, employee or agent of this Company in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law, but such judgment or other final adjudication shall not estop such person from establishing that he has reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

This indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a manager, member, director, or officer, or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Company and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Limited Liability Company Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligation of the Company arising hereunder for claims relating to matters occurring prior to repeal or modification.

ARTICLE VI Management

This Company will be managed by the managing member in accordance with the Operating Agreement of the Company. The number of manager(s) may be increased or diminished from time to time by the Members. The initial managing member, shall serve until the first annual meeting of the members, or until their successors are elected and qualified.

The names and street address of the initial managing member of the company is:

Sergio Pino

7270 NW 12th Street, Suite 410
Miami, Florida 33126

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ARTICLE VII
Amendments

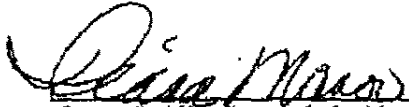
This Company reserves the right to amend or repeal any provisions contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative of the initial members has executed these Articles this 4th day of March 2005.


Sergio Pino
Managing Member

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 4th day of March 2005, by Sergio Pino, as Managing Member of the Villa Ponce Development, LLC, a Florida limited liability company, who is personally known before me or who has produced _____ as identification.


Notary Public, State of Florida
Print Name: _____
My Commission Expires: _____



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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept 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 I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

Weiss Serota Helfman Pastoriza Guedes
Cole & Boniske, P.A.

By: *Vivian de las Cuevas-Diaz*
Vivian de las Cuevas-Diaz

Dated: *March 4, 2005*

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