

WS000039181

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APR 21 2005 1 PM 5:00
DIVISION OF CORPORATIONS
STATE OF FLORIDA

LIMITED LIABILITY COMPANY

international real estate ventures, llc

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 18, 2005

EMPIRE

SUBJECT: INTERNATIONAL REAL ESTATE VENTURES, LLC
REF: W05000019385

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The document must be titled article of organization.,

Limited Liability Companies are not corporations. Limited Liability Companies are unique business entities with special characteristics and attributes formed under Chapter 608, Florida Statutes. Corporations, on the other hand, are formed under Chapter 607, Florida Statutes, and possess other distinctive traits and characteristics. Consequently, limited liability company documents cannot contain any references/terms which may implicate the entity is a corporation. Please delete any references to the term "corporation" or the like from your document.

Chapter 608, Florida Statutes, does not allow limited liability companies to issue shares or stock. Consequently, limited liability company documents cannot contain any references/terms which may implicate otherwise. Please delete any references to terms such as "shares," "stock," "stockholders," "shareholders" or the like from your document.

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Tammi Cline
Document SpecialistFAX Aud. #: H05000093824
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**ARTICLES OF ORGANIZATION
OF
INTERNATIONAL REAL ESTATE VENTURES, LLC**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is **INTERNATIONAL REAL ESTATE VENTURES, LLC** (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

520 Brickell Key Drive
Suite O-305
Miami, FL 33131

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 520 Brickell Key Drive, Suite O-305, Miami, FL 33131 as the street address of the initial registered office of the Company and names Transglobal Corporate Administration, Inc. as the Company's initial registered agent at that address to accept service of process within this state.

This Instrument Prepared By:
FREEMAN, HABER, ROJAS & STANHAM, LLP
Stephen A. Fereman, Esq.
Florida Bar No.: 146795
520 Brickell Key Drive, Suite O-305
Miami, Florida 33131
Telephone: (305) 374-3800

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SECRET
TALLAHASSEE, FL 32301

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ARTICLE IV

MANAGEMENT

The Company shall be conducted, carried on, and managed by at least one (1) Manager. The Managers shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Managers, who shall serve in such capacities and independently one from the other until their successors are duly elected and qualified, shall be:

Freddy E. Manzano

ARTICLE V

DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

ARTICLE VI

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE VII

ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the ownership interest of the Company, upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company.

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ARTICLE VIII

OPERATING AGREEMENT

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 18th day of April, 2005.



Stephen A. Freeman
Duly Authorized Representative of a
Member

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CALIFORNIA

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for International Real Estate Ventures, LLC, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 18th day of April, 2005.

TRANSGLOBAL CORPORATE
ADMINISTRATION INC.



By: Hildie Lorie-Aristondo, Vice-President

HADR\Florida LLC\Island Ventures Group LLC (Michael Aristondo)\Articles.DOC

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