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Division of Corporations

ARAZOZA & FERNANDEZ-FRAGA

305 442 4829

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W5000042823

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LIMITED LIABILITY COMPANY

VILABELLA DEVELOPERS, LLC

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p.1



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 29, 2005

ARAZOZA, COMAS, DE TORRES, ET. AL.

SUBJECT: VILABELLA DEVELOPERS, LLC
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ARTICLES OF ORGANIZATIONOFVILABELLA DEVELOPERS, LLC.

The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Limited Liability Company is: VILABELLA DEVELOPERS, LLC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually. The Limited Liability Company's business will continue without regard to 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 in the Limited Liability Company.

ARTICLE IV

The principal office and mailing address of this Limited Liability Company in the State of Florida is 3191 CORAL WAY, #201, MIAMI, FL 33145. The Board of Managers may from time to time move the principal office to another address in Florida.

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ARTICLE V
REGISTERED OFFICE, REGISTERED AGENT

That VILABELLA DEVELOPERS, LLC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates ARAZOZA & FERNANDEZ-FRAGA, P.A., as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 2100 SALZEDO STREET, SUITE 300, CORAL GABLES, FL 33134.

ARTICLE VI
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company. The initial Manager shall be JUAN J. ZUBILLAGA of 3191 CORAL WAY, #201, MIAMI, FL 33145

WITNESS the hand and seal of the manager in Miami-Dade County, State of Florida, this 28th day of April, 2005.



JUAN J. ZUBILLAGA, Manager

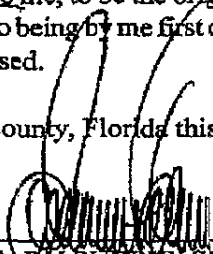
STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

PERSONALLY appeared before me, JUAN J. ZUBILLAGA, as who produced _____ identification or is personally known to me, to be the original member to the foregoing Articles of VILABELLA DEVELOPERS, LLC., who being by me first duly sworn, acknowledges that he signed the same for the purposes therein expressed.

WITNESS my hand and seal at Miami-Dade County, Florida this 28th day of April, 2005.



Laura Kohn
Commission #DD319617
Expires: May 16, 2008
Bonded Thru
Atlantic Bonding Co., Inc.



NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My commission expires:

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In compliance with Section 48.091, Florida statutes, the following is submitted:

FIRST: That VILABELLA DEVELOPERS, LLC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, has named ARAZOZA & FERNANDEZ-FRAGA, P.A., as its Agent, of 2100 SALZEDO STREET, SUITE 300, CORAL GABLES, FL 33134, to accept service of process within Florida.

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 provisions of all statutes relative to the proper and complete performance of my duties.

Registered Agent


ADELAIDA FERNANDEZ-FRAGA
Managing Director
Arazoza & Fernandez-Fraga, P.A.
Date: April 28, 2005

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