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Account Name : EMPIRE CORPORATE KIT COMPANY
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Phone : (305) 634-3694
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LIMITED LIABILITY COMPANY

portofino south beach, llc

Certificate of Status	0
Certified Copy	1
Page Count	03
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**ARTICLES OF ORGANIZATION OF
PORTOFINO SOUTH BEACH, LLC**

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be Portofino South Beach, LLC (the "Company").

**ARTICLE II
DURATION**

The period of duration of the Company shall be perpetual, and the Company shall be in existence until dissolved in a manner provided by law, or as provided in the Operating Agreement.

**ARTICLE III
PURPOSE**

The Company is created for the purpose of transacting and engaging in any activity or business authorized under the Florida Statutes.

**ARTICLE IV
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Company shall be 1001 Brickell Bay Drive, Suite 3112, Miami, FL 33131, and such other place or places as the member from time to time may determine. The mailing address of the Company is 1001 Brickell Bay Drive, Suite 3112, Miami, FL 33131.

**ARTICLE V
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**

The initial registered agent of the Company shall be SLC Corporate Services, Inc. The address of the initial registered agent is 1001 Brickell Bay Drive, Suite 3112, Miami, Florida 33131.

**ARTICLE VI
MANAGEMENT**

The Company will be managed by one or more of its members.

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IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed on the 9th day of May, 2005, effective upon filing same with the Florida Department of State.


Portofino South Beach, LLC



Hal J. Webb
Authorized Representative

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

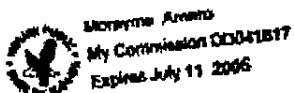
The foregoing instrument was acknowledged before me this 9th day of May, 2005, by Hal J. Webb, who did execute the foregoing Articles of Organization, who is personally known to me, and being first duly sworn, acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.



Notary Public - State of Florida

Printed name of Notary Public

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 608, Florida Statutes, the following is submitted that Portefino South Beach, LLC, desiring to organize or qualify under the laws of the State of Florida, has named SLC Corporate Services, Inc., whose address is 1001 Brickell Bay Drive, Suite 3112, Miami, Florida 33131, as its agent to accept service of process within Florida.

Hal J. Webb
Hal J. Webb, Authorized Agent

Dated: 9th day of May, 2005

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SLC Corporate Services, Inc.
By: Hal J. Webb
Hal J. Webb, Vice-President

Dated: May 9, 2005

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