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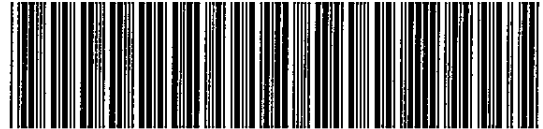
(Business Entity Name)

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L05/16/05

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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FILED

21

April 29, 2005


Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: CARAL REAL ESTATE, LLC.**

Enclosed please find the original and one copy of the Articles of Organization, together with a check in the amount of \$155.00.

This represents the costs of a certified copy, filing fees and taxes for the Organization.

Sincerely,

  
Luis R. Avello, PA.  
7400 S.W. 50 Terr. Suite 301  
Miami, FL 333155

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TALLAHASSEE FLORIDA

ARTICLES OF ORGANIZATION  
OF  
CARAL REAL ESTATE, 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 **CARAL REAL ESTATE, LLC.** (the "Company")

ARTICLE II

ADDRESS

The principal office and mailing address of the Company  
15238 S.W. 146 St., Miami, Florida 33196.

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 15238 S.W. 146 St., Miami, Florida 33196, as the street address of the initial registered office of the Company and names **RALPH LESPINASSE** as the Company's initial registered agent at that address to accept service of process within the state.

ARTICLE IV

MANAGEMENT

The Company shall be conducted, carried on, and managed by

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FLORIDA

at least one (1) Manager. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

## 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 this 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.

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## 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.

## 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.

#### ARTICLE IX

##### MEMBERS

<u>NAME</u>	<u>ADDRESS</u>
RALPH LESPINASSE	15238 S.W. 146 St. Miami, FL 33196
CARINE LESPINASSE	Same

#### ARTICLE X

##### MANAGERS

<u>NAME</u>	<u>ADDRESS</u>
RALPH LESPINASSE	15238 S.W. 146 St. Miami, FL 33196
CARINE LESPINASSE	Same

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#### ARTICLE XI

##### OFFICERS

	<u>NAME</u>	<u>ADDRESS</u>
President	RALPH LESPINASSE	15238 S.W. 146St. Miami, FL 33196
Vice President	CARINE LESPINASSE	Same
Secretary	CARINE LESPINASSE	Same
Treasurer	RALPH LESPINASSE	Same

ARTICLE XII  
PERCENTAGE OWNERSHIP

<u>NAME</u>	<u>ADDRESS</u>	<u>PERCENTAGE</u>
RALPH LESPINASSE	15238 S.W. 146 St. Miami, FL 33157	50
CARINE LESPINASSE	Same	50

IN WITNESS WHEREOF, the undersigned has hereunto set  
hand and seal this 30 day of April, 2005.

  
RALPH LESPINASSE  
Member

  
CARINE LESPINASSE  
Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as a registered agent for  
CARAL REAL ESTATE, 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 acknowledge that the undersigned is familiar with, and  
accepts, the obligations of such position on this 30 day  
of April, 2005.

  
RALPH LESPINASSE  
Registered Agent


STATE OF FLORIDA )

SS:

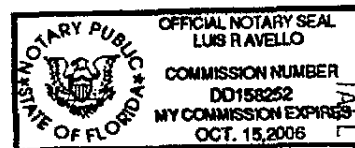
COUNTY OF MIAMI-DADEE )

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally apperared, RALPH LESPINASSE and, CARINE LESPINASSE, to me and known by me to be the person/s who executed the foregoing Articles of Organization and acknowledged before me the due execution of these Articles.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid in this 30 day of April, 2005.

  
NOTARY PUBLIC, State of  
Florida at Large.

My commission expires:



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TALLAHASSEE FLORIDA

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