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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

diaz parker holdings, l.l.c.

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J. DRYAN MAY 17 2005

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**ARTICLES OF ORGANIZATION  
OF  
DIAZ PARKER HOLDINGS, L.L.C.**

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company shall be Diaz Parker Holdings, L.L.C. ("company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the company is 425 95<sup>th</sup> Street, Surfside, Florida 33154.

**ARTICLE III - DURATION**

The company shall commence its existence on the date these articles of organization are filed by the Florida Department of State or on another effective date as specified. The company's existence shall be perpetual unless the company is dissolved earlier as provided in these articles of organization or in the regulations.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the registered agent of the company in the state of Florida is Scott R. Jay, Esq., 1575 Ives Dairy Road, Miami, Florida 33179.

**ARTICLE V - CAPITAL CONTRIBUTIONS**

The members of the company shall contribute to the capital of the company the cash or property set forth in Exhibit "A".

**ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members, or as provided in the regulations.

**ARTICLE VII - ADMISSION OF NEW MEMBERS**

Except as set forth in the regulations, no additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by written consent.

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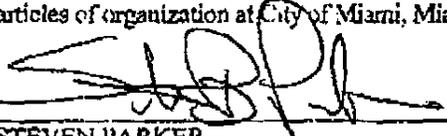
**ARTICLE VIII – MEMBERS' RIGHT TO CONTINUE BUSINESS**

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by unanimous vote of all the remaining members.

**ARTICLE IX – MANAGEMENT**

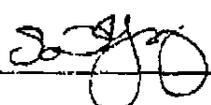
The company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial managers of the company are Steven Parker and Clara Diaz-Leal, 425 95<sup>th</sup> Street, Surfside, Florida 33154.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at City of Miami, Miami-Dade County, Florida, this 10<sup>th</sup> day of May, 2005.

  
\_\_\_\_\_  
STEVEN PARKER

  
\_\_\_\_\_  
CLARA DIAZ-LEAL

Sworn to and subscribed before me this 10<sup>th</sup> day of May, 2005, by Steven Parker and Clara Diaz-Leal, who proved their identities by producing their Florida drivers' licenses.

  
\_\_\_\_\_  
Notary Public -- State of Florida

(Seal)

