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## To:

Division of Corporations  
Fax Number : (850)205-0383

## From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
Fax Number : (305)672-9110

## LIMITED LIABILITY COMPANY

Victoria Shopping Plaza, LLC

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ARTICLES OF ORGANIZATION

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Article I. Name

The name of this Florida limited liability company is:  
Victoria Shopping Plaza, LLC

Article II. Address

The Company's street and mailing address is:  
Victoria Shopping Plaza, LLC  
1414 NW 107th Avenue, Suite 306  
Doral FL 33172

Article III. Registered Agent

The name and street address of the Company's registered agent is:  
Franklin De La Mota  
1414 NW 107th Avenue, Suite 306  
Doral FL 33172

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Jorge L. Lopez-Garcia I FL Bar Member 861685  
Jorge Luis Lopez-Garcia P.A.  
1570 Madruga Avenue  
Suite 211  
Coral Gables FL 33146  
305-662-2525

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Article V. Distribution of Profits

Unless otherwise provided in the Company's Operating Agreement, there shall not be any distribution of profits unless each separate distribution is approved by the affirmative vote of members who own more than 50% of the voting interest in the Company. The voting members shall have complete discretion on when and if to approve any distribution of profits.

Article VI. Management

This will be a member-managed company. The name and address of each member is:

FRANKLIN DE LA MOTA  
1414 NW 107th Avenue, Suite 306 Doral FL 33172

Article VII. Company Existence

The Company's existence shall begin effective as of May 17, 2005.

The undersigned authorized representative of a member executed these Articles of Organization on May 17, 2005.

  
\_\_\_\_\_  
JORGE L. LOPEZ-GARCIA  
by T. Baez as attorney-in-fact

Jorge L. Lopez-Garcia / FL Bar Member 861685  
Jorge Luis Lopez-Garcia P.A.  
1570 Madruga Avenue  
Suite 211  
Coral Gables FL 33146  
305-662-2525

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Victoria Shopping Plaza, LLC

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REGISTERED AGENT/OFFICE:

Franklin De La Mota

1414 NW 107th Avenue, Suite 306

Doral FL 33172

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

  
\_\_\_\_\_  
FRANKLIN DE LA MOTA  
by T. Baez as attorney-in-fact

Date:

5/17/05.

Jorge L. Lopez-Garcia 1 FL Bar Member 861685  
Jorge Luis Lopez-Garcia P.A.  
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Coral Gables FL 33146  
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