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Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

LIMITED LIABILITY COMPANY

lionstone development, llc

Certificate of Status	0
Certified Copy	1
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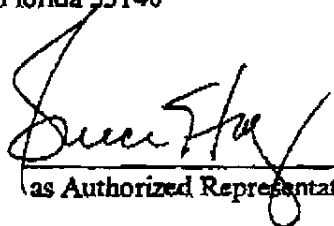
**ARTICLES OF ORGANIZATION
OF
LIONSTONE DEVELOPMENT, LLC
a Florida limited liability company**

1. The name of the limited liability company is Lionstone Development, LLC.
2. The mailing and street address of the principal office of the limited liability company is:

c/o Lionstone Group, Inc.
2901 Collins Avenue
Miami Beach, Florida 33140
3. The name and street address of the initial registered agent of the limited liability company are:

Lionstone Group, Inc.
2901 Collins Avenue
Miami Beach, Florida 33140

Dated: as of May 27, 2005.

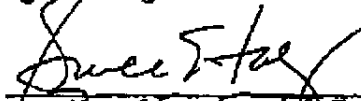

as Authorized Representative

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, as President and on behalf of Lionstone Group, Inc., a Florida corporation (the "Corporation"), which has been designated as registered agent for Lionstone Development, LLC, a Florida limited liability company, in the foregoing Articles of Organization, hereby agrees that the Corporation will accept service of process for and on behalf of Lionstone Development, LLC, and that the Corporation will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited liability company.

Dated: as of May 27, 2005.

Lionstone Group, Inc., a Florida corporation,
as Registered Agent

By: 
Name: BRUCE E. LAZAR
Title: V. Pres.

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MAY-27-2005 15:51
EMPIRE CORP. KITS