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Florida Department of State

Division of Corporations

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TALLAHASSEE, FLORIDA

LIMITED LIABILITY COMPANY

erga holdings ii, llc

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ARTICLES OF ORGANIZATION

OF

ERGA HOLDINGS II, LLC

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 ERGA HOLDINGS II, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be: 2 Alhambra Plaza, Suite 860, Coral Gables, Florida 33134.

ARTICLE III -- DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual, unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the company in the State of Florida is: Rene Diaz, 2 Alhambra Plaza, Suite 860, Coral Gables, Florida 33134.

THIS INSTRUMENT PREPARED BY:

Vila, Padron & Diaz, P.A.
2 Alhambra Plaza, Suite 860
CORAL GABLES, FL 33134
Telephone: (305) 461-4888

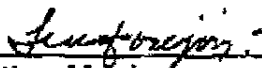
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ARTICLE IX - INDEMNIFICATION AND LIABILITY

The Company may, as determined by the managers of the Company, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the regulations of the Company.

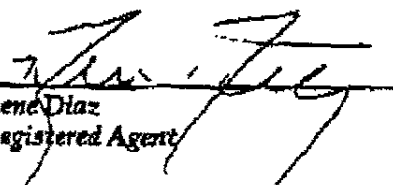
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization in Miami, Florida, on this 22nd day of July, 2005.


Santiago Morejon
Manager

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the articles of organization of ERGA HOLDINGS II, LLC, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his or her duties, and is familiar with and accept the obligations of the position of Registered Agent.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization in Miami, Florida, on this 22nd day of July, 2005.


Rene Diaz
Registered Agent

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