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Florida Department of State  
Division of Corporations  
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To:  
Division of Corporations  
Fax Number : (850) 205-0363

From:  
Account Name : JORGE GAVIRIA  
Account Number : I20000000245  
Phone : (305) 666-8844  
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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

Virginia Gardens Shopping Center, LLC.

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J. BRYAN SEP 29 2005

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2005 SEP 28 AM 9:41  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
VIRGINIA GARDENS SHOPPING CENTER, LLC.**

The undersigned, for 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 VIRGINIA GARDENS SHOPPING CENTER, LLC. The principal place of business of the Company in Florida shall be:

10773 NW 58 ST  
P.O. Box 169  
Doral Florida 33178

The mailing address shall be:

10773 NW 58 ST  
P.O. Box 169  
Doral Florida 33178

**ARTICLE II- 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, or the duration is extended by majority vote of it's members.

**ARTICLE III-PURPOSE AND POWERS**

The general purpose for which the Company is organized is to

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engage in any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

#### ARTICLE IV- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the state of Florida is:

Jorge Gaviria  
9769 S. Dixie Hwy  
Suite 101  
Miami, Florida 33156

#### ARTICLE V- CAPITAL CONTRIBUTIONS-Members

The members of the Company shall be as described bellow, and shall contribute to the capital of the Company the cash or property to be determined in the future, to wit:

Alpine Management Investors Limited, a British Virgin Islands Company.

The Davalos Revocable Trust 001

#### ARTICLE VI- ADDITIONAL CAPITAL CONTRIBUTION

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all members.

#### ARTICLE VII- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except with the unanimous written consent of all members of the Company and upon such terms and conditions as shall be determined by all

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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 other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### ARTICLE VII- TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon 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 the consent 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 manager of the Company is Alpine Management Investors Limited, a British Virgin Islands Company, 9769 S. Dixie Hwy 101, Miami, Florida 33156.

Members of the Board of Directors may participate in special, regular, or annual meetings of the Board of Directors by means of conference telephone or similar communications equipment as provided by Florida Law.

IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these Articles of Organization at Miami, Florida, for the foregoing uses and purpose this September 27, 2005.

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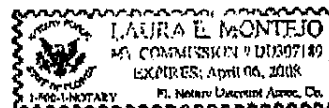
JORGE GAVIRIA

By: JORGE GAVIRIA

Before me personally appeared, Jorge Gaviria as  
incorporator for VIRGINIA GARDENS SHOPPING CENTER, LLC.,  
to me well known to be the organizers of the above limited  
liability company, who produced their drivers license and who  
subscribed the above Articles of Organization, and they each freely  
and voluntarily acknowledged before me according to law that they  
made the same for the uses and purpose mentioned and set forth in  
it.

IN WITNESS WHEREOF, I have set my hand and affixed my official  
seal this September 27, 2005.

Notary



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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/ REGISTERED OFFICE  
VIRGINIA GARDENS SHOPPING CENTER, LLC.**

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CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA

Under the provisions of F.S. 608.414 or 608.507,  
submits the following statement to designate a registered office  
and registered agent in the state of Florida:

1. The name of the limited liability company is  
VIRGINIA GARDENS SHOPPING CENTER, LLC.
2. The name and street address of the registered agent in  
Florida is:

Jorge Gaviria  
9769 S. Dixie Hwy.  
Suite 101  
Miami, Florida 33156

The undersigned, being the person named in the articles of organization of VIRGINIA GARDENS SHOPPING CENTER, LLC. as 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 accepts the obligations of the position of registered agent.

  
\_\_\_\_\_  
Jorge Gaviria

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