

L05000109265

Florida Department of State
Division of Corporations
Public Access System

EFFECTIVE DATE
11/9/05

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000261217 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0393

From:

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 NOV -9 PM 2:47

APPROVED
AND
FILED

LIMITED LIABILITY COMPANY

Key Realty Development LLC

| | |
|-----------------------|----------|
| Certificate of Status | 1 |
| Certified Copy | 0 |
| Page Count | 04 |
| Estimated Charge | \$130.00 |

DIVISION OF CORPORATION

05 NOV -9 AM 8:24 AM

RECEIVED

Electronic Filing Menu

Corporate Filing

Public Access Help

11/9/05

H05000261217

EFFECTIVE DATE

ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Key Realty Development LLC

Article II. Address

The Company's street and mailing address is:
Key Realty Development LLC
2601 South Bayshore Drive, Suite 200
Coconut Grove FL 33133

Article III. Registered Agent

The name and street address of the Company's registered agent is:
Jorge Luis Lopez-Garcia, Esq.
1570 Madruga Avenue
Suite 211
Coral Gables FL 33146

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 NOV -9 PM 2:47

APPROVED
AND
FILED

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

H05000261217

H05000261217

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:

KEY REAL ESTATE DEVELOPMENT, CORP.
2601 South Bayshore Drive, Suite 200 Coconut Grove FL 33133

Article VII. Company Existence

The Company's existence shall begin effective as of 11/9/2005.

The undersigned authorized representative of a member executed these Articles of Organization on 11/9/2005.



JORGE L. LOPEZ-GARCIA

by E.S. Davila as attorney-in-fact

APPROVED
AND
FILED
05 NOV -9 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

H05000261217

H05000261217

STATEMENT OF REGISTERED AGENT

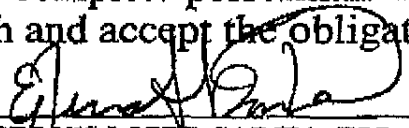
LIMITED LIABILITY COMPANY:

Key Realty Development LLC

REGISTERED AGENT/OFFICE:

Jorge Luis Lopez-Garcia, Esq.
1570 Madruga Avenue
Suite 211
Coral Gables FL 33146

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.



JORGE LUIS LOPEZ-GARCIA, ESQ.
by E.S. Davila as attorney-in-fact

Date: 11/9/2005.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 NOV - 9 PM 2:48

APPROVED
AND
FILED

Jorge L. Lopez-Garcia 1 FL Bar Member 861685
Jorge Luis Lopez-Garcia P.A.
1570 Madruga Avenue
Suite 211
Coral Gables FL 33146
305-662-2525

H05000261217