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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

LO5-112722  
CK

*Alfredo G. Duran*

ATTORNEY AT LAW

SUITE 1400 SBS TOWER

2601 SOUTH BAYSHORE DRIVE

*Miami, Florida 33133*

(305) 859-2696

FAX (305) 858-3100

November 10, 2005


Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Re: BAYVIEW VENTURES, L.L.C.**

Dear Sir:

Enclosed please find original and copy of the above captioned articles of organization of the  
together with check in the amount of \$155.00 for the purpose of registering the above captioned  
limited liability company. Please be good enough to send the certified copy to the undersigned.

Very truly yours,



Alfredo G. Duran

AGD:nt

Encs.

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TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION  
OF  
BAYVIEW VENTURES, L.L.C.

ARTICLE I

NAME

The name of the Limited Liability Company is: BAYVIEW VENTURES, L.L.C.

ARTICLE II

TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually commencing on the date these Articles of Organization are filed with the Secretary of State of Florida unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III

NATURE OF BUSINESS

This Limited Liability Company is being formed for the following purposes:

To conduct any and all business activities permitted by the Florida Limited Liability Company Act, for a limited liability company pursuant to Chapter 608.404 or any successor statute of the State of Florida.

To generally have and exercise all powers, rights and privileges necessary and incident to effecting the objects mentioned herein.

To engage in any lawful conduct which has the purpose of or may be conducive to enhancing the value of the Limited Liability Company's property.

To carry on any other lawful business and to do any and everything necessary, suitable, convenient or proper for the accomplishment of, or incidental to, any or all of the purposes and objects hereinbefore enumerated.

ARTICLE IV

PLACE OF BUSINESS, REGISTERED AGENT  
AND  
REGISTERED OFFICE

The address of this Limited Liability Company's place of business shall be 1440 Brickell Bay Dr., Apt. 702, Miami, Florida 33131.

The registered agent of this Limited Liability Company shall be Alfredo G. Duran, whose business address at 2601 So. Bayshore Dr., Suite 1400, Miami, Florida 33133, shall be the registered office of this Limited Liability Company.

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TALLAHASSEE, FLORIDA

ARTICLE V

CAPITAL CONTRIBUTIONS

The aggregate initial capital contributions of the members of this Limited Liability Company shall be Ten Thousand Dollars (\$10,000.00).

ARTICLE VI

ADDITIONAL MEMBERS

Additional members of this Limited Liability Company shall be admitted only upon the unanimous consent of all of the existing members and upon such terms and conditions as are provided in the Regulations or as the existing members shall establish.

ARTICLE VII

CONTINUATION OF BUSINESS

The members of this Limited Liability Company shall have the right to continue the business of the Limited Liability Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member.

ARTICLE VIII

This Limited Liability Company shall be managed by the following managers, who shall serve until the first annual meeting of the members or until their successors are elected and qualify.

RAMON ANTONIO PIMENTEL VINEY  
1440 Brickell Bay Dr., Apt. 702  
Miami, Florida 33131

Operating Manager

ARTICLE IX

REGULATIONS

The affairs of this Limited Liability Company shall be governed by its Regulations to the extent they are not inconsistent with law or these Articles of Organization.

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ARTICLE X

AMENDMENTS TO REGULATIONS

The power to adopt, alter, amend or repeal Regulations shall be vested in the members of this Limited Liability Company. Said amendment must be by a majority vote of the members.

ARTICLE XI

ORGANIZERS

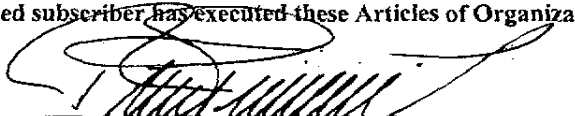
The name and address of the person signing these Articles is:

RAMON ANTONIO PIMENTEL VINEY  
1440 Brickell Bay Dr., Apt. 702  
Miami, Florida 33131

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TALLAHASSEE, FLORIDA

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Organization.

  
RAMON ANTONIO PIMENTEL VINEY

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of November, 2005 by. He is personally known to me.



  
NOTARY PUBLIC STATE OF FLORIDA

STATEMENT OF ACCEPTANCE  
OF  
REGISTERED AGENT OF

In accordance with the Florida Limited Liability Company Act, Chapter 608.415(2), the undersigned hereby accepts the appointment as registered agent of the above captioned limited liability company. The registered agent further acknowledges that the address listed below is the business office address of the registered agent, which will be the registered office of the limited liability company for the service of process.

REGISTERED AGENT

  
ALFREDO G. DURAN

ADDRESS:

2601 So. Bayshore Drive, S-1400  
Miami, Florida 33133

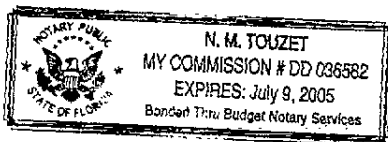
ACKNOWLEDGEMENT

STATE OF FLORIDA    )

) SS

COUNTY OF DADE        )

BEFORE ME, a Notary Public, authorized to take acknowledgements in the State and County set forth above, personally appeared, ALFREDO G. DURAN, known to me to be the person who executed the foregoing Statement of Acceptance of Registered Agent, and who acknowledged before me its execution at Miami, Miami-Dade County, Florida on this 10 day of November, 2005.



  
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STATE OF FLORIDA

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