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DIVISION OF CORPORATIONS

CAMNER, LIPSITZ AND POLLER

305 442-2389 P.01
TALLAHASSEE, FLA

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TALLAHASSEE, FLORIDA

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To:

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Fax Number : (850) 205-0383

From:

Account Name : CAMNER, LIPSITZ AND POLLER, PROFESSIONAL ASSOCIATION
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LIMITED LIABILITY COMPANY

GPR II, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
GPR II, LLC**

The undersigned hereby forms a limited liability company under the Florida Limited Liability Company Act and adopt as the Articles of Organization of such limited liability company the following:

- I. The name of the limited liability company:

GPR II, LLC (the "Company")

- II. The period of its duration:

Perpetual effective from the date of filing of these Articles of Organization with the Secretary of State of the State of Florida.

- III. The purpose for which the limited liability company is organized:

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company.

- IV. A. The mailing address of the principal place of business in Florida:

550 Biltmore Way, Suite 700
Coral Gables, FL 33134

- B. The name and address of the Company's initial Registered Agent is:

Neale J. Poller
550 Biltmore Way - Suite 700
Coral Gables, Florida 33134

- V. The total amount of cash contributed is:

\$ 500.00

VI. Additional contributions shall be made at such times and in such amounts as may be unanimously agreed by the Members as provided in the Operating Agreement of the Company.

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VII. Additional Members may be admitted at such times and on such terms and conditions as the Members may agree and as provided in the Operating Agreement of the Company.

VIII. The Company shall continue its business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued membership of a Member in the Company.

IX. Management of the Company is reserved to the Members. The names and addresses of the Members and their respective Percentage of Interest of each Member are:

| <u>Member</u> | <u>Address</u> | <u>Percentage of Interest</u> |
|---------------|---|-------------------------------|
| Grover Hubley | 21601 SW 154 Avenue Miami, Florida 33170 | 33 1/3 % |
| Peter Duarte | 21601 SW 154 Avenue Miami, Florida 33170 | 33 1/3 % |
| Roberto Vina | 21601 SW 154 Avenue Miami, Florida 33170 | 33 1/3 % |

Dated: December 7, 2005

Audit No. H050002800123

FILED

The undersigned, a member of the Company, for the purpose of forming a liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated above are true and correct.


Peter Duarte

NOV 12 2005
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby accepts the foregoing designation as initial Registered Agent, is familiar with, accepts and agrees to comply with the provision of law applicable to such designation.


Neale J. Poller

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 7th day of December, 2005 by Peter Duarte. (He is personally known to me) or has produced _____ as identification.

My Commission Expires:



MARILEE L. MILLS
MY COMMISSION # 00465961
EXPIRES: March 8, 2008
Bonded Title Budget Notary Services


Notary Public

Print Name: MARILEE L. MILLS

Commission No. _____

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