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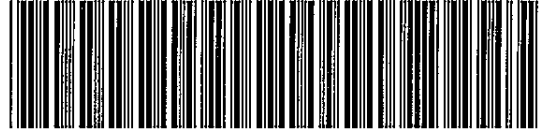
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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

American Plaza Group, LLC

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- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☒ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
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- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
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- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature

Requested by:

Name

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Time

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12/13/05 10:23

ARTICLES OF ORGANIZATION
OF
AMERICAN PLAZA GROUP, LLC
a Florida Limited Liability Company

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a limited liability company under and pursuant to Chapter 608, of the Florida Statutes entitled the "Florida Limited Liability Company Act", does hereby adopt the following Articles of Organization for such Company:

ARTICLE I

(Name)

The name of this limited liability company shall be:

AMERICAN PLAZA GROUP, LLC

ARTICLE II

(Duration/Continuation)

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 terminate upon the unanimous written agreement of all members or by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, unless the business of the company is continued by the consent of all the remaining members, or by amendment of these Articles of Organization providing for the continued existence of the company subsequent to the foregoing events.

ARTICLE III

(Purposes and Powers)

The general purpose for which the Company is organized is to serve in an advisory, managerial and consultative capacity to corporations, partnerships, individuals and others, and to establish and maintain systems, methods and controls for the efficient management and operation of shopping centers, retail establishments, and other types of mercantile or other commercial businesses of every description.

To provide, make available, and furnish maintenance and supervision and to train and instruct individuals in the operation, installation, and maintenance of such systems, methods, and controls.

To devise and install financial, checking, correspondence, filing, and other office and business systems; to take inventories; to make appraisals; to compile statistics as an aid to the officers of the corporations and other persons in the making of reports and statements; to do all such things and perform or supply all such services as are commonly done, performed, or supplied by business management experts; to warrant the accuracy of the work done or services performed by it, but not to engage in the practice of accounting.

To take over the entire management operation and business of any type of industry or other forms of endeavor and to do all such things and to perform all such services as may be necessary to carry out the foregoing purposes.

ARTICLE IV

(Principal Place of Business and Address)

The principal place of business, mailing address and street address of this

company is **106 Satsuma Drive, Altamonte Springs, FL 32714.**

ARTICLE V

(Registered Office and Agent)

The name and street address of the initial Registered Agent of this company in the State of Florida is **CESAR J. OTERO, 311 Morse Blvd., #6-19, Winter Park, FL 32789.**

ARTICLE VI

(Capital Contributions)

A member's contribution to the capital of the Company may be in cash, property or services rendered, or a promissory note or other obligation to contribute cash or property or to perform services. The Company shall keep at its principal office appropriate written records regarding the amount of cash and a description and statement of the agreed value of any other property or services contributed by each member and which each member has agreed to contribute.

ARTICLE VII

(Additional Capital Contributions)

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

ARTICLE VIII

(Admission of New Members)

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

conditions as shall be determined by all the members. A member may transfer its 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 the other members of the Company other than the member proposing to dispose of its interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX

(Management of Company)

The Company shall be managed by the members 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 names and addresses of the managing members of the company are:

<u>Name</u>	<u>Address</u>
OTERO & ASSOCIATES, INC., a Florida Corporation	311 Morse Blvd. #6-19 Winter Park, FL 32789
RED INVESTMENTS CORP. a Puerto Rico Corporation	106 Satsuma Drive Altamonte Springs, FL 32714
HUNDRED FIRES, LTD. a Florida Limited Partnership	233 S Semoran Blvd. Orlando, FL 32807

ARTICLE X

(Amendments)

Any amendment to these Articles of Organization shall be on such form

prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

ARTICLE XI

(Regulations)

The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager(s) of the Company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

ARTICLE XII

(Informal Action of Members)

Any action of the Members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all Members who would be entitled to vote upon such action at a meeting.

ARTICLE XIII

(Contracting Debt)

Except as otherwise provided by Law, no debt shall be contracted nor liability incurred by or on behalf of this company unless approved by all of the members of the

company.

ARTICLE XIV

(Transferability of Member's Interest)

An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that Member otherwise would be entitled.

ARTICLE XV

(Withdrawal or Reduction of Member's Contributions to Capital)

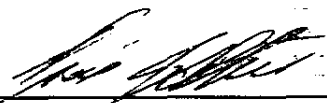
A Member shall not receive out of the Company property any part of its contribution to capital until:

1. all liabilities of the company, except liabilities to Members on account of their contributions to capital, have been paid or sufficient property of the company remains to pay them;
2. the consent of all members is had, unless the return of the contributions to capital may be rightfully demanded;
3. these articles of organization are canceled or so amended as to set out the withdrawal reduction.

A Member shall be entitled to the return of its contribution in the manner provided for in the regulations of the company.

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization for the foregoing uses and purposes this 12th day of December, 2005.

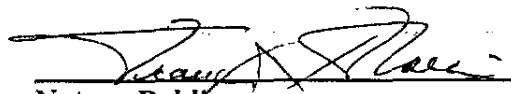
OTERO & ASSOCIATES, INC., Organizer

BY 
CESAR J. OTERO, President

STATE OF FLORIDA
COUNTY OF LEE

Before me personally appeared **CESAR J. OTERO**, as President of **Otero & Associates, Inc.**, a Florida corporation, organizer of the above limited liability company, who subscribed and acknowledged the foregoing Articles of Organization on behalf of said Otero & Associates, Inc., for the uses and purposes set forth herein.

IN WITNESS WHEREOF, I have set my hand and affixed my official seal this 12th day of December, 2005.


Notary Public



FRANK J. ALOIA
MY COMMISSION # DD 431111
EXPIRES: June 28, 2009
Bonded Thru Budget Notary Services

ACCEPTANCE BY REGISTERED AGENT

I, **CESAR J. OTERO**, having been named as Registered Agent to accept service of process for the above stated limited liability company, at the place designated in these Articles of Organization, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 12th day of December, 2005.



CESAR J. OTERO, Registered Agent