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MEMORANDUM

January 12, 2006.

TO: Chip Madden

H & K, Tallahassee

FROM: Lynn C. Washington
Darlene Gonzalez
H & K, Miami

RE: Articles of Organization
Villa Amalia I Development, LLC and Villa Amalia II Development, LLC

Please find enclosed the Articles of Organization for the above-referenced entities for filing along with a check in the amount of \$260.00 to cover the filing fees and a certificate of status for each entity.

The client matter is 98962.1

As always, thanks for your help.

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
VILLA AMALIA II DEVELOPMENT, LLC,
A FLORIDA LIMITED LIABILITY CORPORATION**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is **VILLA AMALIA II DEVELOPMENT, LLC** (the "Company").

ARTICLE II. ADDRESS

The principal office and mailing address of the Company is:

2950 SW 27th Avenue
Suite 200
Miami, FL 33133

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ARTICLE III. DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement or (ii) by the unanimous written agreement of all Members.

ARTICLE IV. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE V. REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Lynn C. Washington the Company's initial registered agent at that address to accept service of process within this state.


ARTICLE VI. MANAGEMENT

The Company is to be a member-managed company.

ARTICLE VII. OPERATING AGREEMENT


The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 11th
day of January, 2006.


Lynn C. Washington
Duly Authorized Representative of a
Member

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for VILLA AMALIA II DEVELOPMENT, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that I am familiar with, and accept, the obligations of such position.


Lynn C. Washington
Dated: January 11, 2006

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