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PAGE 01/05

Division of Corporations

Page 1 of 1

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To:

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From:

Account Name : GM FINANCIAL GROUP
Account Number : I19980000102
Phone : (954) 428-8899
Fax Number : (954) 428-6699

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

BORICUA PROPERTIES, L.L.C.

Certificate of Status	0
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PAGE 02/05

Articles of Organization of

BORICUA PROPERTIES, L.L.C.

a Florida limited liability company

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The undersigned organizer(s) for the purpose of forming a Limited Liability Company under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be:

BORICUA PROPERTIES, L.L.C.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the limited liability company shall be:

812 Lantana Road
Lantana, FL 33462

Filer:
GM Financial Group Limited, Inc.
C/O Barbara Klypt
1191 E. Newport Center Drive
Suite 103
Deerfield Beach, FL 33442
(954)428-8899
(954)428-6699 Fax

ARTICLE III - Registered Agent

The name and address of registered agent is:

Edwin Cordero

Having been named as registered agent and to accept service of process for the above limited liability company at the place designated in this certificate, I 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 as provided for in Chapter 608, F.S.

ARTICLE IV - Name and Address of Manager

Title:	Name and Address:
"MGR"	EDWIN CORDERO

812 Lantana Road
Lantana, FL 33462

ARTICLE V - AMENDMENTS

The limited liability company reserves the right to amend, alter, change, or repeal any provision in these Articles of Organization, or in any amendment hereto, or to add any provision to these Articles of Organization or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon manager(s) in these Articles or any amendment hereto are granted subject to this reservation.

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PALM BEACH COUNTY, FLORIDA

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PAGE 04/05

ARTICLE VI - PURPOSES

Business Purpose: Real Estate Investment

ARTICLE VI - POWERS OF LIMITED LIABILITY COMPANY

The Limited Liability Company shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Organization.

ARTICLE VII - TERM OF EXISTENCE

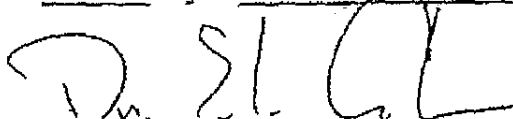
This limited liability company shall have perpetual existence.

ARTICLE VII - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

THE UNDERSIGNED Manager, for the purpose of forming a limited liability company under the laws of the State of Florida, has executed these Articles of Organization on this

____ day of _____, 2006.


EDWIN CORDERO

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PAGE 05/05

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 608.407, Florida Statutes, the undersigned limited liability company organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Limited Liability Company is:

BORICUA PROPERTIES, L.L.C.

2. The registered agent and office is:

EDWIN CORDERO
812 LANTANA ROAD
LANTANA, FL 33462

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accepted 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.


EDWIN CORDERO

Date