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DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LIMITED LIABILITY CO.

TDA RINCON HOLDINGS, LLC

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ARTICLES OF ORGANIZATION**OF****TDA RINCON HOLDINGS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, hereby makes, acknowledges, and files these Articles of Organization.

I. NAME

The name of the limited liability company is TDA RINCON HOLDINGS, LLC (the "Company").

II. PURPOSES AND POWERS

The Company is organized to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

III. ADDRESS

The mailing address and street address of the principal office of the Company in Florida is 145 Orquidea Ave, Coral Gables, Florida 33143.

IV. REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company in the State of Florida is Richard J. Razook, Esq., Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

V. MANAGERS

The name and address of each Manager is as follows:

Title:**Name and Address:**

Manager (MGR)

John Boris Rincon
145 Orquidea Avenue
Coral Gables, Florida 33143

Manager (MGR)

Maria Isabel Rincon
145 Orquidea Avenue
Coral Gables, Florida 33143

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VII. ADMISSION OF ADDITIONAL 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 his or her 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 the members of the Company approve of the proposed transfer as provided in and subject to the regulations.

MANAGEMENT

The Company shall be managed by the manager in accordance with regulations adopted by the members for the management of the business and affairs of the Company. The regulations may contain any provisions for the management of the affairs of the Company not inconsistent with law or these Articles of Organization.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization in Miami-Dade County, Florida, for the foregoing uses and purposes this 1st day of May, 2006.

By: John Boris Rincon
John Boris Rincon

By: Maria Isabel Rincon
Maria Isabel Rincon

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

06 MAY - 1 AM 10:55

APPROVED
AND
FILED

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**— CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That **TDA RINCON HOLDINGS, LLC**, desiring to organize under the laws of the State of Florida, has named Richard J. Razook, Esq., whose offices are located at Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 1st day of May 2006.


RICHARD J. RAZOOK

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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