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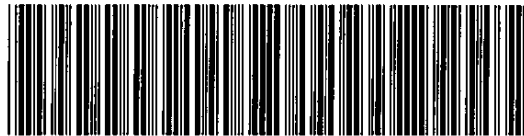
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E. Scott Golden & Associates

ATTORNEYS AND COUNSELORS AT LAW
644 SOUTHEAST 4TH AVENUE
FORT LAUDERDALE, FLORIDA 33301

FILE NUMBER

3200-1

June 26, 2006

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Palmas Mall Sunrise, LLC

Sir/Madam:

Enclosed are two original executed copies of Articles of Organization for the referenced limited liability company for filing with the Secretary of State on the date received.

Also enclosed is a check in the amount of \$ 125.00 to cover the filing fee and costs as follows:

Filing Articles of Organization	\$ 100.00
Designation of Registered Agent	<u>25.00</u>
Total	\$ 125.00

Please forward one copy of the Articles of Organization to the undersigned at your earliest convenience.

Sincerely yours,


E. SCOTT GOLDEN

ESG/li
Enclosures

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E. SCOTT GOLDEN
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OF COUNSEL:
DONIELLE A. MASON
DANNIELA SECU

**ARTICLES OF ORGANIZATION
OF
PALMAS MALL SUNRISE, LLC**

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ARTICLE I - NAME

The name of this limited liability company is Palmas Mall Sunrise, LLC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Company is 2800 Glades Circle, Suit 136, Weston, Florida 33327.

**ARTICLE III - REGISTERED AGENT AND OFFICE,
& REGISTERED AGENT'S SIGNATURE**

The street address of the initial registered office of this Company is 644 Southeast 4th Avenue, Fort Lauderdale, Florida 33301, and the name of the initial registered agent of this Company at that address is E. SCOTT GOLDEN.

Having been named as registered agent and to receive Service of Process for the above named limited liability company at the place designated in this Certificate, I hereby accept 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 am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S.



E. SCOTT GOLDEN

ARTICLE IV - MANAGEMENT

The Company is to be managed by one or more managers and is, therefore, a manager-managed company. The name and address of the initial managers are:

HBC USA, LLC
2800 Glades Circle, Suit 136
Weston, Florida 33327

Felipe de Lima
4422 Foxtail Lane
Weston, Florida 33331

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The initial managers shall serve until the first annual meeting of members or until their successors are elected and qualified.

ARTICLE V - MEMBERS

The members shall be entitled to admit additional members upon the unanimous consent of all then current members. Any new member shall become a member upon payment of his contribution to the capital of the Company and upon such member's agreement to comply with the Articles of Organization and Operating Agreement of the Company as then in existence.

ARTICLE VI - EFFECTIVE DATE AND DURATION

This Company shall exist for a period of fifty years from the filing date of these Articles of Organization. Dissolution shall be as set forth in the Operating Agreement.

ARTICLE VII - MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

A member's interest in the Limited Liability Company may not be sold or otherwise transferred, except with unanimous written consent of all members or as set forth in the Operating Agreement.

ARTICLE VIII - LIMITATION OF LIABILITY

Each member or manager, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him

in conjunction with the defense of, or for advice concerning, any claim asserted or proceeding brought against him by reason of his being or having been a member or manager of the Limited Liability Company or of any subsidiary, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any member or manager may be entitled as a matter of law.

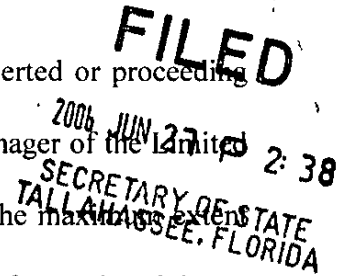
The right accruing to any persons under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall anything herein contained restrict the right of the Limited Liability Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

ARTICLE IX - SELF DEALING

No contract or other transaction between the Limited Liability Company and other entities, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the members or managers of this Limited Liability Company is or are interested in a contract or transaction, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a member or manager of the Limited Liability Company is hereby relieved from any liability that might otherwise exist from his contracting with the Company for the benefit of himself or any firm, association or corporation in which he may be in any way interested, provided that the fact that he is so interested shall be disclosed or shall be known to the other members and managers.

ARTICLE X - AMENDMENT

The members of the Company reserve the right to amend or repeal any provisions contained



in these Articles of Organization, or any amendment thereto, and any right conferred upon the managers is subject to this reservation.

ARTICLE XI - PURPOSE

This Company is organized for the purpose of the investment in and construction of real property and transacting any and all lawful business, including purchasing, holding, developing, and selling real property.

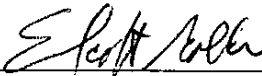
ARTICLE XII - RETURN OF CAPITAL

No member shall have the right to demand the return of his or its contribution to capital, except as provided in the Operating Agreement as then in existence.

ARTICLE XIII - PROFITS AND LOSSES

After the end of each calendar year and after payment of the expenses for conducting the Company's business, net profits shall be determined and each member shall receive his distributive share of the profits *pro rata* according to each member's ownership interest. All expenses of the Company shall be paid first from current revenues and then from capital contributions of the members.

IN WITNESS WHEREOF, the undersigned subscriber or his authorized representative has executed these Articles of Organization this 26 day of June, 2006. In accordance with section 608.408(3), *Florida Statutes*, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.



E. SCOTT GOLDEN, authorized
representative of member

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TALLAHASSEE, FLORIDA


STATE OF FLORIDA)
) SS
COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this
20 06, by E. SCOTT GOLDEN, who is personally known to me.

(SEAL)

My commission expires:

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TALLAHASSEE, FLORIDA


Notary Public
NOTARY PUBLIC-STATE OF FLORIDA
Thomas J. Shea, III
Commission # DD501429
Expires: FEB. 09, 2010
Bonded Thru: Atlantic Bonding Co., Inc.

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