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FLORIDA/FOREIGN LIMITED LIABILITY CO

seagull holdings, llc

10/25

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ARTICLES OF ORGANIZATION
OF
SEAGULL HOLDINGS, LLC

⑤

ARTICLE I: NAME

The name of the Limited Liability Company is: SEAGULL HOLDINGS, LLC

ARTICLE II: ADDRESS

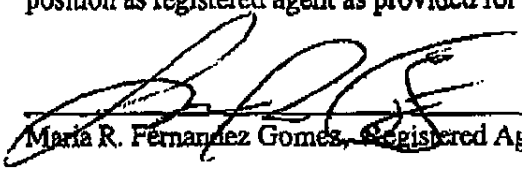
This mailing address and street address of the principal office of the Limited Liability Company is:
2199 Ponce De Leon Blvd., Suite 201, Coral Gables, Florida 33146.

ARTICLE III: REGISTERED AGENT, REGISTERED OFFICE
AND REGISTERED AGENT'S SIGNATURE:

The name and the Florida street address of the registered agent of this Limited Liability Company is:

Maria R. Fernandez Gomez, Esq
2199 Ponce De Leon Blvd.
Suite 201
Coral Gables, FL 33134

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 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..



Maria R. Fernandez Gomez, Registered Agent

This instrument prepared by:
MARIA R. FERNANDEZ GOMEZ, P.A.
2199 Ponce De Leon Blvd, Suite 201
Coral Gables, Florida 33134
Florida Bar No: 998494

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ARTICLE IV: PURPOSE:

The general nature of the business to be transacted by the limited liability company shall be as follows:


To conduct the business of real property investment, development and management, and to perform all acts as may be necessary to accomplish the foregoing purpose of the corporation.


To purchase or otherwise deal in all kinds of property of whatsoever nature, whether real, personal or mixed, or any interest or rights therein without limits as to the amounts; to buy, sell, assign, convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate and the negotiating of loans; to draw, accept, endorse, discount, and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or otherwise.

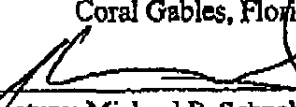
In general, to carry on any other incidental business in connection with the foregoing and to have and exercise all the powers conferred by the laws of Florida upon corporations of this character.

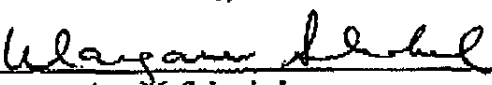
ARTICLE V: MANAGEMENT OF THE LIMITED LIABILITY COMPANY

This Limited Liability Company shall have four (4) managers initially. The number of managers may be increased but shall never be managed by less than one (1) manager. The Limited Liability Company is therefore, a manager-managed company. The name and address of the initial managers of this Limited Liability Company are:


Signature: Joseph Gomez,
2199 Ponce de Leon Blvd. Suite 201
Coral Gables, Florida 33146



Signature: Maria R. Fernandez Gomez,
2199 Ponce de Leon Blvd. Suite 201
Coral Gables, Florida 33146



Signature: Michael P. Schnabel
2199 Ponce De Leon Blvd., Suite 201
Coral Gables, Florida 33146


Signature: Ana M. Schnabel
2199 Ponce De Leon Blvd., Suite 201
Coral Gables, Florida 33146

All of the limited liability companies powers shall be exercised by or under the authority of, and the business and affairs of this company shall be managed under the direction of, the members of this company. This article may be amended from time to time in the regulations of the company by a unanimous vote of the members.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24th day of October, 2006.

 L.S.
Joseph Gomez, Member

 L.S.
Maria R. Fernandez Gomez, Member

 L.S.
Michael P. Schnabel, Member

 L.S.
Ana M. Schnabel, Member


STATE OF FLORIDA)

SS:

COUNTY OF MIAMI-DADE)

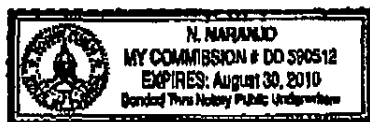
BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Joseph Gomez, Maria R. Fernandez Gomez and Michael P. Schnabel and Ana M. Schnabel, known by me to be the person who executed the foregoing Articles of Organization, and who acknowledged before me that he executed the same for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 24 day of October, 2006.


NOTARY PUBLIC.
STATE OF FLORIDA

My commission expires:

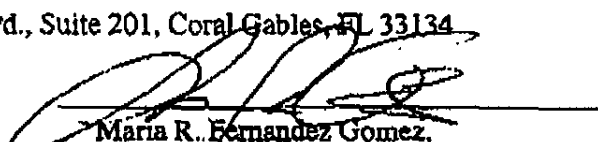
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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE OF
SEAGULL HOLDINGS, LLC

Pursuant to the provisions of section 608.415 of 608.507, Florida Statutes, the undersigned, Maria R. Fernandez Gomez, Esq., does hereby certify that he is the registered agent for Seagull Holdings, LLC., a Florida Limited Liability Company, and he hereby agrees to accept said appointment and act as the registered agent, with his registered office at:

2199 Ponce De Leon Blvd., Suite 201, Coral Gables, FL 33134


Maria R. Fernandez Gomez,
Registered Agent

STATE OF FLORIDA)

SS:

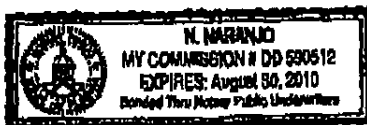
COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Maria R. Fernandez Gomez, known by me to be the person who executed the foregoing Articles of Organization, and who acknowledged before me that he executed the same for the purposes set forth therein.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 24th day of October, 2006.


STATE OF FLORIDA

My commission expires:



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