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**REIT AMERICAS LIMITED**

11120 SW 73 AVENUE, PINECREST, FL 33156

TO DIVISION OF CORPORATION  
STATE OF FLORIDA

New Florida/Foreign LLC

Filing Fee (Required) \$100.00

Registered Agent Fee (Required) \$ 25.00

Total Fee For New Florida/Foreign LLC \$125.00

Attached Articles for:

HEALTH 1<sup>st</sup> HOLDINGS, LLC – Check enclosed for \$125.00

Return Address for a "FILED" COPY:

Send to:

Maurice Hoo,  
Registered Agent  
HEALTH 1<sup>st</sup> HOLDINGS, LLC  
11120 SW 73 Ave  
PINECREST, FL 33156

MAIL TO:

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

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**ARTICLES OF ORGANIZATION  
OF  
HEALTH 1ST HOLDINGS, LIMITED, CO**

**THE UNDERSIGNED, pursuant to the provisions of Chapter 608.407 of the Florida Statutes for the purpose of forming a Limited Liability Company under the laws of the State of Florida we do hereby set forth the following:**

**NAME**

The name of the Limited Liability Company is:

**HEALTH 1ST HOLDINGS, LIMITED, CO**

**2. PERIOD OF DURATION**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

**3. PURPOSE**

The purpose is to manage, operate, mortgage, sell or otherwise deal all aspects of Acquiring, Developing commercial real estate properties and maintaining an office located at: 777 Brickell Ave, Suite 900, Miami, FL 33131 and to engage in such Other Business and activities as may be permitted by the laws of the State of Florida. The Limited Liability Company shall have all the powers vested in limited liability companies organized and existing by Virtue of said laws.

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**4. ADDRESS OF PLACE OF BUSINESS**

The address of the place of business in Florida for the Limited Liability Company is: 777 Brickell Ave, Suite 900, Miami, FL 33131, with a Mailing Address at: c/o Mr. Carlos Telleria, 777 Brickell Ave, Suite 900, Miami, FL 33131

**5. REGISTERED AGENT**

The name and address of the initial Registered Agent in Florida for the Limited Liability Company,

Maurice Hoo, with an address at 581 East S.R. 434 Longwood, FL 32750

**6. CAPITAL CONTRIBUTIONS**

Upon the initial organization of this Limited Liability Company, the total amount of cash and the

agreed value of all property other than cash contributed was \$ 1,000.00

#### **7. ADDITIONAL CONTRIBUTIONS:**

The total additional contributions, if any, agreed to be made by all members and the times at which or the events of happening at which, that shall be made, are as follows: No total additional Contributions have been agreed to at the date of filing of these Articles of Organization. Additional Contributions, if any, will be made by the vote of a majority of all of the members in accordance with the provisions of Paragraph 10 below.

#### **8. ADDITIONAL MEMBERS**

No additional member(s) shall be admitted to the Company except with the unanimous written consent of the entire member (s). 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 all the other member (s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

#### **9. CONTINUITY OF BUSINESS**

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or after any other event which terminates the membership of a member, have the right to continue the business of this Limited Liability Company subject to the Approval by unanimous vote of the remaining members; provided that at least two members remain.

#### **10. MANAGEMENT**

A) The business and affairs of the Limited Liability Company shall be managed and all decisions shall be made by a majority vote of the members, each member having one vote for each percentage point (or the appropriate fraction thereof) of "percentage ownership" in the Limited Liability Company. Notwithstanding the same, the execution of any instrument, including deeds, mortgages, Leases and other contracts, purporting to be signed on behalf of the Limited Liability Company by any one (1) member shall, as to any third party relying thereon, be conclusively presumed to have been the authorized act of the Limited Liability Company, and shall, for all purposes, bind it.

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**B) The names, addresses and. percentage ownership of the members of the**

**Limited Liability Company are as follows:**

<b>NAME</b>	<b>ADDRESS</b>	<b>PERCENTAGE</b>
<b>Maurice Hoo, Trustee</b> For the HOO FAMILY TRUST	<b>11120 SW 73 Ave, Miami, FL 33156</b>	<b>50.00%</b>
<b>587 SR 434 Investors, LLC</b>	<b>c/o C. Telleria, 777 Brickell Ave, Ste 900, Miami FL 33131</b>	<b>50.00%</b>
<b>Total Percentage of Ownership</b>		<b>100.00%</b>

**C) INDEMNIFICATION**

The Company shall indemnify managers and/or members of the Company who were wholly successful, on the merits or otherwise, in the defense of any proceeding to which the managers and/or members were a party because the managers and/or members is or was a manager and/or member of the Company against reasonable attorney fees and expenses incurred by the managers and/or members in connection with the proceeding.

The Company may indemnify an individual made a party to a proceeding because the individual was a member, manager, employee or agent of the Company against liability if authorized in the specific case after determination, in the manner required by the member(s) that indemnification of the member, manager, employee, or agent, as the case may be, is permissible in the circumstances because the member, manager, employee or agent have met the standard of conduct set forth by the member(s). The indemnification and advancement of attorney fees and expenses for the managers, employees, and agents of the Company shall apply when such persons serving at the Company's request while a member, manager, employee, or agent of the Company as the case may be, as a manager, member, employee, partner, trustee, employee or agent of another foreign or domestic Company, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the company.

The Company also may pay for or reimburse the reasonable attorney fees and expenses incurred by a member, manager, employee, or agent of the Company who is a party to a proceeding in advance of final disposition of the proceeding. The Company also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a member, manager, employee or agent of the

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Company whether or not the Company would have power to indemnify the individual against the same liability under the law.

All references in these Articles of Organization are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Organization shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a member, manager, employee or agent of the Company or the ability of the Company otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Organization to "member" "manager" "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

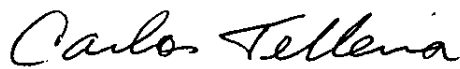
## 11. REGULATIONS

The regulations of this Limited Liability Company may only be adopted, amended, altered repealed by a majority vote of the members, said votes being cast in the manner set forth Paragraph 10 above.

## 12. AMENDMENT

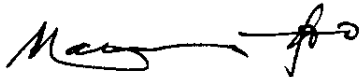
This Limited Liability Company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization by a majority vote of the members, said vote being cast in the manner set forth in Paragraph 10 above.

Executed at 777 Brickell Avenue, Miami, DADE County, FL 33131 on the 26<sup>th</sup> day of February, 2007



587 SR 434 Investors, LLC

By: Carlos Telleria, Managing Member



Maurice Hoo, Trustee for the HOO FAMILY TRUST. A Member & Manager

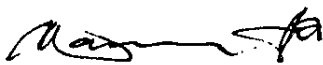
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**ACCEPTANCE BY REGISTERFID AGENT**

HAVING been appointed the Registered Agent of **HEALTH 1ST HOLDINGS, LIMITED, CO.** The undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida

Statutes section 608.415 and is herewith simultaneously designated as Registered Agent HEALTH 1ST HOLDINGS, LIMITED, CO Executed this 17 day of March, 2007

REGISTERED AGENT



Maurice Hoo

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