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FLORIDA/FOREIGN LIMITED LIABILITY CO.

AMERICA GENERAL PREMIER, LLC.

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ARTICLES OF ORGANIZATION
OF
AMERICA GENERAL PREMIER, LLC.

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A LIMITED LIABILITY COMPANY UNDER THE FLORIDA LIMITED LIABILITY COMPANY ACT, F.S. CHAPTER 608, HEREBY MAKE, ACKNOWLEDGE, AND FILE THE FOLLOWING ARTICLES OF ORGANIZATION.

ARTICLE I-NAME

THE NAME OF THE LIMITED LIABILITY COMPANY SHALL BE
AMERICA GENERAL PREMIER, LLC.

A LIMITED LIABILITY COMPANY.

ARTICLE II-ADDRESS

(A) THE PRINCIPAL ADDRESS OF THE COMPANY SHALL BE:

661 COLSON DR.
KEY LARGO, FLORIDA 33037

(B) THE MAILING ADDRESS OF THE COMPANY SHALL BE:

661 COLSON DR.
KEY LARGO, FLORIDA 33037

ARTICLE III-DURATION

THE COMPANY SHALL COMMENCE ITS EXISTENCE ON MARCH 29, 2008. THE COMPANY'S EXISTENCES SHALL BE PERPETUAL UNLESS THE COMPANY IS EARLIER DISSOLVED AS PROVIDED IN THESE ARTICLES OF ORGANIZATION.

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CORDERO C.P.A. P.A
8025 N.W. 36 STREET
SUITE 302
DORAL, FLORIDA 33166

ARTICLE IV-REGISTERED OFFICE AND AGENT

THE NAME AND STREET ADDRESS OF THE REGISTERED AGENT OF
THE COMPANY IN THE STATE OF FLORIDA IS:

JOSE T. CANIZALEZ
661 COLSON DR.
KEY LARGO, FLORIDA 33037

ARTICLES V-CAPITAL CONTRIBUTIONS

THE MEMBERS OF THE COMPANY SHALL CONTRIBUTE TO THE
CAPITAL OF THE COMPANY THE CASH OR PROPERTY SET FORTH
AND DESCRIBED IN AND DESCRIBED IN THE LIMITED LIABILITY
COMPANY OPERATING AGREEMENT ON FILE AT THE PRINCIPAL
OFFICE OF THE COMPANY (THE "OPERATING AGREEMENT")

ARTICLE VI-ADDITIONAL CAPITAL CONTRIBUTIONS

EACH MEMBER SHALL MAKE ADDITIONAL CAPITAL
CONTRIBUTIONS TO THE COMPANY ONLY ON THE CONSENT OF
THE MEMBERS AS SET FORTH IN THE OPERATING AGREEMENT.

ARTICLE-VII ADMISSION OF NEW MEMBERS

NO ADDITIONAL MEMBERS SHALL BE ADMITTED TO THE
COMPANY UNLESS DONE SO PURSUANT TO THE TERMS OF THE
OPERATING AGREEMENT. A MEMBER MAY ONLY TRANSFER HIS
OR HER INTEREST IN THE COMPANY AS SET FORTH IN THE
REGULATIONS AND OPERATING AGREEMENT OF THE COMPANY.

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ARTICLE VIII-MANAGEMENT

THE COMPANY SHALL BE MANAGE BY A MANAGER OR MANAGERS IN ACCORDANCE WITH THE ARTICLES OF ORGANIZATION, THE OPERATING AGREEMENT, THE REGULATION ADOPTED BY THE MEMBERS FOR THE MANAGEMENT OF THE BUSINESS AND THE ORDINARY AND CUSTOMARY AFFAIRS OF THE COMPANY. THE REGULATIONS AND THE OPERATING AGREEMENT, IF ANY, SHALL DETERMINE THE MANNER IN WHICH SUCH THE MANAGER (S) ARE ELECTED AND APPOINTED, AND MAY CONTAIN ANY PROVISIONS FOR THE REGULATION AND MANAGEMENT OF THE AFFAIRS OF THE COMPANY NOT INCONSISTENT WITH THE LAW OR THESE ARTICLES OF ORGANIZATION. THE NAME AND ADDRESS OF THE INITIAL MANAGER OF THE COMPANY IS:

JOSE T. CANIZALEZ
661 COLSON DR.
KEY LARGO, FLORIDA 33037

MANAGER

ROSA MENJIVAR
661 COLSON DR.
KEY LARGO, FLORIDA 33037

MANAGER

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ARTICLES IX-TERMINATION OF EXISTENCE

THE COMPANY SHALL BE DISSOLVED ON THE DEATH, BANKRUPTCY, OR DISSOLUTION OF A MEMBER, OR ON 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.

ARTICLES X-INDEMNIFICATION

THE COMPANY SHALL INDEMNIFY EACH MEMBER, MANAGER AND ORGANIZER OF THE COMPANY AGAINST ANY AND ALL LIABILITY AND EXPENSES INCURRED BY HIM IN CONNECTION WITH THE ARISING OUT OF ANY ACTION, SUIT OR PROCESSING IN WHICH HE MAY BE INVOLVED, BY REASON OF HIS BEING OR HAVING BEEN A MEMBER, MANAGER AND/OR ORGANIZER OF THE COMPANY TO THE FULL EXTENT PERMITTED BY THE LAWS OF THE STATE OF FLORIDA.

IN WITNESS WHEREOF, THE UNDERSIGNED HAS MADE AND SUBSCRIBED THESE ARTICLES OF ORGANIZATION AT MIAMI, FLORIDA, ON THIS 29 DAY OF MARCH, 2008.


JOSE T. CANIZALEZ

ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERD AGENT

HAVING BEEN NAMED THE REGISTERD AGENT FOR THE ABOVE CORPORATIONS AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF ORGANIZATION, I HEREBY ACCEPT THE SAME AND AGREE TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF FLORIDA LAW RELATIVE TO KEEPING THE REGISTERED OFFICE OPEN.


JOSE T. CANIZALEZ

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