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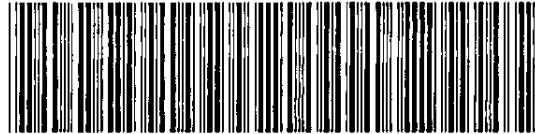
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TALLAHASSEE FLORIDA

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Florida Bar Board Certified Tax Attorney
Also admitted in Pennsylvania

CHARLES T. WEISS, ESQ.
J.D., LL.M. (Estate Planning)
University of Miami

October 8, 2009

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

Re: Grupo Inversiones Bienes Raizes Asociados, LLC / New Filing

Dear Sir or Madam:

Enclosed please find the Articles of Organization of GRUPO INVERSIONES BIENES RAIZES ASOCIADOS, LLC, a new Florida limited liability company, together with one (1) additional copy of same. Also enclosed is a check in the amount of \$130.00 in payment of the filing fees, including the fee for a Certificate of Status.

Please date-stamp the enclosed photocopy and return the same to the undersigned in the postage-paid, self-addressed envelope provided for this purpose.

Of course, please do not hesitate to contact us if you have any questions. Thank you.

Very truly yours,



Thomas N. Silverman

TNS/jr:Wolverton.x1
Enclosures

cc Peter Wolverton, Esq.

**ARTICLES OF ORGANIZATION
OF
GRUPO INVERSIONES BIENES RAIZES ASOCIADOS, LLC.,
A FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the Limited Liability Company shall be GRUPO INVERSIONES BIENES RAIZES ASOCIADOS, LLC., and its principal office address and mailing address shall be 3801 PGA Blvd., Suite 902, Palm Beach Gardens, FL 33410, County of Palm Beach, State of Florida, but it shall have the power and authority to establish branch offices at any other place or places as the members may designate.

**ARTICLE II
PURPOSES AND POWERS**

In addition to the powers authorized by the laws of the State of Florida for Limited Liability Companies, the general nature of the business or businesses to be transacted, and which the Limited Liability Company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this limited liability company is authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.
4. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.
5. To exercise all or any of the limited liability company powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit.

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6. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

7. To purchase, develop, sell, manage, invest in, and otherwise deal in real property, within and outside of the State of Florida, subject to such laws and regulations governing licensing and other requirements pertinent thereto, on its own account and for the accounts of others.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this limited liability company, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Limited Liability Company to carry on any business, exercise any power, or do any act which a Limited Liability Company may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE III EXERCISE OF POWERS

All Limited Liability Company powers shall be exercised by or under the authority of, and the business and affairs of this Limited Liability Company shall be managed under the direction of, the members of this Limited Liability Company. This Article may be amended from time to time in the regulations of the Limited Liability Company by a unanimous vote of the members of the Limited Liability Company.

ARTICLE IV MANAGEMENT

The name and address of the Managing Member is GRUPO INVERSIONES BIENES RAIZES ASOCIADOS, a Texas General Partnership, 16607 Blanco Road, Suite 201, San Antonio, Texas 78232-1940.

ARTICLE V MEMBERSHIP RESTRICTIONS

Member(s) 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. Except as may otherwise be provided herein, a member's interest in the limited liability company may not be sold or otherwise transferred except with unanimous written consent of all members.

ARTICLE VI DURATION

This limited liability company shall exist thirty (30) years or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

**ARTICLE VII
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Limited Liability Company is 3801 PGA Blvd., Suite 902, Palm Beach Gardens, FL 33410, County of Palm Beach, State of Florida, and the name of the company's initial registered agent at that address is THOMAS N. SILVERMAN.

The undersigned, being the original Member of the Limited Liability Company, certifies that this instrument constitutes the proposed Articles of Organization of GRUPO INVERSIONES BIENES RAIZES ASOCIADOS, LLC.

IN WITNESS WHEREOF, the undersigned has set its hand and seal this on the day, month and year set forth below.

Signed, Sealed and Delivered
in the presence of:

[Signature]

Matthew C. Hargous
Witnesses

GRUPO INVERSIONES BIENES RAIZES
ASOCIADOS, a Texas General Partner-
ship, Member

By: [Signature]

Its: [Signature]

Date 10/07, 2009

State of Texas }
County of Bexar } ss.

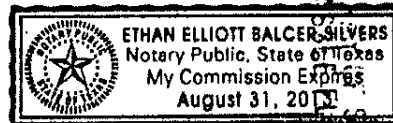
Pete M. Wolk The foregoing instrument was acknowledged before me this date by Personally known OR who produced _____ as identification), and _____ (Personally known OR who produced _____ as identification), the General Partner of GRUPO INVERSIONES BIENES RAIZES ASOCIADOS, a Texas General Partnership, on behalf of the Partnership.

7th WITNESS my hand and official seal in the County and State last aforesaid this day of October, 2009.

(SEAL)

[Signature]
Notary Public, State of Texas, at Large

My commission expires:



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SECRET
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FLORIDA
STATE

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE

STATE OF FLORIDA

COUNTY OF PALM BEACH

} ss.

Pursuant to the provisions of Sections of the Florida Limited Liability Company Act, the Limited Liability Company identified below submits the following statement in designating its Registered Office and Registered Agent in the State of Florida:

The name of the Limited Liability Company is GRUPO INVERSIONES BIENES RAIZES ASOCIADOS, LLC.

The name of the Registered Agent for GRUPO INVERSIONES BIENES RAIZES ASOCIADOS, LLC. is THOMAS N. SILVERMAN and the street address where the agent is located is 3801 PGA Blvd., Suite 902, Palm Beach Gardens, FL 33410.

This statement is to acknowledge that, as indicated above, GRUPO INVERSIONES BIENES RAIZES ASOCIADOS, LLC., has appointed me, THOMAS N. SILVERMAN, as its Registered Agent to accept service of process for the company at the place designated above in this certificate. I accept this 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.

Dated Oct 8, 2009.

THOMAS N. SILVERMAN

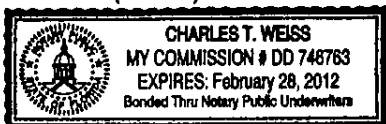
THOMAS N. SILVERMAN, Registered Agent

The foregoing instrument was acknowledged before by THOMAS N. SILVERMAN, (Who is personally known to me or has produced _____ as identification, as agent on behalf of GRUPO INVERSIONES BIENES RAIZES ASOCIADOS, LLC., a Limited Liability Company.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of October, 2009.

Charles T. Weiss

(SEAL)



Notary Public State of
Florida, at Large

My commission expires: