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Florida Department of State

Division of Corporations
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Account Number : 076648001666
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FLORIDA LIMITED LIABILITY CO.
1235 INVESTMENT LLC

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1235 INVESTMENT LLC

ARTICLES OF ORGANIZATION OF FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Florida Limited Liability Company is: **1235 INVESTMENT LLC**, hereinafter designated the "Limited Liability Company."

ARTICLE II - Address:

The mailing address and the street address of the principal office of the Limited Liability Company is:

1235 INVESTMENT LLC
7215 NW 46 Street,
Miami, Florida 33166.

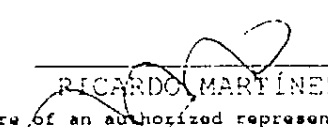
ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Ricardo Martinez-Cid, Esq.
2250 SW 3 Avenue, Suite #203
Miami, Florida 33129.

Ricardo Martinez-Cid, P.A.
2250 SW 3 Avenue, Suite #203
Miami, Florida 33129-2028
Telephone # (305) 632-1950
Facsimile # (305) 654-9768

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RICARDO MARTÍNEZ-CID

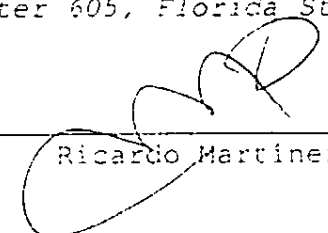
Signature of an authorized representative of a member.

(In accordance with section 605.0203(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided in §817.155, Florida Statutes)

RICARDO MARTÍNEZ-CID

Typed or printed name of signee

Having been named as registered agent and to accept service of process for 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 in Chapter 605, Florida Statutes.



Ricardo Martinez-Cid

Ricardo Martinez-Cid, P.A.
2250 SW 3 Avenue, Suite #203
Miami, Florida 33129-2025
Telephone # (305) 632-1950
Facsimile # (305) 354-9768

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ARTICLE IV - Management:

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE V - Initial Managers:

The Limited Liability Company will initially have two (2) managers. The number of managers may either increase or diminish from time to time, as established by the Members, as provided in the Regulations adopted by the Limited Liability Company, but will never be less than one (1). The initial managers of the Limited Liability Company are ERNESTO ACKERMAN, of 7215 NW 46 Street, Miami, Florida 33166, and LORENZO V. DI STEFANO, of 4445 NW 93 Doral Court, Doral, Florida 33178.

ARTICLE VI - Scope of Managers' Authority:

Each manager will exercise the broadest powers granted by law, including, without limitation, except as may be otherwise limited by law, the power and authority to manage, pledge, transfer, exchange, convert, partition, and otherwise dispose of, and grant options with respect to, any and all real and other property at any time owed by the Limited Liability Company or in or to which the Limited Liability

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Company may have an interest and/or claim, or any interest therein; and any sale may be a public or private sale for cash or for credit, with or without security; all for such purposes, at such times, and upon such terms as the Manager, may by his/her sole signature, alone or joined by other Managers, if any, determine. No transferee, lender, or other person will be bound to see to or be liable for the application of the proceeds of any transaction with a Manager of this Limited Liability Company. The powers and authority herein described are not in limitation of any powers otherwise conferred upon a Manager of this Limited Liability Company by law.

ARTICLE VII - Transferability of Member's Interest:

No member will have the right to assign the member's interest in the Limited Liability Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, the assignee will have no right to become a member, to participate in the elections of the managers of the Limited Liability Company or to exercise any other rights or powers of a member. The assignee will merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, to the extent assigned, and all transfers are subject to the preemptive and rights of first refusal of the holder(s) of other Units in the Limited Liability Company.

ARTICLE VIII - Nature of Business and Purpose:

The Limited Liability Company is organized to purchase, develop and manage quality South Florida real estate, and for all other lawful businesses.

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ARTICLE IX. Beginning of Limited Liability Company Existence:

The Limited Liability Company's existence will begin effective as of five (5) business days before the date this Articles of Organization are filed with the Florida Secretary of State.

ARTICLE X - Duration:

The duration of the Limited Liability Company will be perpetual, unless the Limited Liability Company dissolves in accordance with the provisions of the Limited Liability Company's Regulations of these Articles of Organization.

ARTICLE XI - Dissolution:

The Limited Liability Company will be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Limited Liability Company for any reason, unless the business of the Limited Liability Company is continued by the written consent of all the remaining members of the Limited Liability Company within thirty (30) days after any of these events.

ARTICLE XII - Percentage Interest: Membership Certificate:

The profits and losses of the Limited Liability Company will be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which will be equal to the number of Units owned by a member divided by the total number of the Units owned by all members), unless otherwise provided in the Regulations of the Limited Liability Company. A member's interest in the Limited Liability Company may be evidenced by a Membership Certificate issued by the Limited Liability Company.

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**1235 INVESTMENT LLC
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

1. The name of the Florida Limited Liability Company is:
1235 INVESTMENT LLC, hereinafter designated the "Limited Liability Company."
2. The name and the Florida street address of the registered agent of the Limited Liability Company is:
Ricardo Martinez-Cid
2250 SW 3 Avenue, Suite #203
Miami, Florida 33129.

Having been named as registered agent and to accept service of process for the 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 in Chapter 605, Florida Statutes.

Ricardo Martinez-Cid

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