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FROM: EMPIRE CORPORATE KIT COMPANY
CONTACT: RAY STORMONT
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ACCT#: 072450003255

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NAME: EASTERN SHORES L.C.

AUDIT NUMBER.....H96000014218

DOC TYPE.....LIMITED LIABILITY COMPANY

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PAGES..... 5

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EMPIRE CORPORATE KIT

P.81/87



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 10, 1996

EMPIRE CORPORATE KIT COMPANY

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Terri Buckley
Corporate Specialist

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**ARTICLES OF ORGANIZATION
OF
EASTERN SHORES L.C.**

The undersigned hereby adopts the following Articles of Organization for the purpose of forming a Limited Liability Company under Chapter 605 of the Florida Statutes.

**ARTICLE I
NAME**

The name of this Company is **EASTERN SHORES, L.C.** (the "Company").

**ARTICLE II
DURATION**

This Company is to commence its existence on the date of the execution and acknowledgement of these Articles and shall exist for thirty (30) years thereafter until dissolved according to these Articles or Law.

**ARTICLE III
PURPOSE**

The Company is organized for the purpose of holding, operating real property investments, and developing real estate.

**ARTICLE IV
CAPITAL CONTRIBUTION**

The Company's initial capitalization is cash in the amount of \$160,000.00.

Prepared by: Julio M. Gomez, Esq.
Gomez, Del Pino, Iglesias & Ruiz, P.A.
1835 W. Flagler St., Ste. 201
Miami, Florida 33135
(305) 541-1800
Florida Bar No. 218790

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**ARTICLE V.
ADDITIONAL CAPITAL**

The members have agreed to make any additional capital contributions in the amount of \$53,000.00 per member to the Company within six (6) months of the filing of these Articles. If the members agree to make any additional capital contribution, the amounts of all contributions (including the description and agreed value of any non-cash property) and the times at which or events upon the happening of which (a "Triggering Event") any additional contributions shall be made, shall be described in an amendment to these Articles.

**ARTICLE VI
ADDITIONAL MEMBERS**

The Limited Liability company must have at least two (2) members. Additional members shall be admitted to the Company upon the approval of all then-existing members of the Company and upon the terms and conditions as shall be established by agreement of all then-existing members of the Company.

**ARTICLE VII
DISSOLUTION OF THE COMPANY**

The Company shall be dissolved upon the death, insanity, bankruptcy, retirement, resignation, expulsion or dissolution of any member; provided, however, that all the remaining members may consent to the continuance of the Company's business notwithstanding the death, insanity, bankruptcy, retirement, resignation, expulsion or dissolution of any member. The Company shall be dissolved upon unanimous agreement of all members.

**ARTICLE VIII
ORGANIZERS**

The name and address of the organizers of this Company are:

NAME	ADDRESS
MIRYAM PEREGRINA	5899 N.W. 36th Street Miami, Florida 33166
FRANCO BIANCHI	5889 N.W. 36th Street Miami, Florida 33166
MARCEL NORBERT MAMIE LICHTI	5899 N.W. 36th Street Miami, Florida 33166

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NAME
HUMBERTO RODRIGUEZ

ADDRESS
5889 N.W. 36th Street
Miami, Florida 33166

**ARTICLE IX
MANAGEMENT OF THE COMPANY**

The management of the Company shall be reserved to the members. The names and addresses of the members are set forth in Exhibit "A". The members of the Company shall enter into an operating agreement to regulate the affairs of the Company and the respective duties and authorities of each of the members shall be as set forth in the operating agreement.

**ARTICLE X
PLACE OF BUSINESS**

The Company's place of business in this State is 5889 N.W. 36th Street, Miami, Florida, 33166.

**ARTICLE XI
REGISTERED AGENT**

The name and address of the Registered Agent of the Company is FRANCO BIANCHI, and the registered office shall be at 5889 N.W. 36 Street, Florida, 33166. I, FRANCO BIANCHI, am familiar with the duties and responsibilities of Registered Agent and agree to serve as Registered Agent for EASTERN SHORES, L.C.

IN WITNESS WHEREOF, the organizers executed these Articles this 7th day of September, 1996.


FRANCO BIANCHI
Organizer/Registered Agent


MIRYAM PEREGRINA
Organizer


MARCEL NORBERT MAMIE LICHT
Organizer


HUMBERTO RODRIGUEZ
Organizer

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EXHIBIT "A"

LIST OF MEMBERS

Active	MIRYAM PEREGRINA	5899 N.W. 36th Street Miami, FL 33166
Active	FRANCO BIANCHI	5899 N.W. 36th Street Miami, FL 33166
Passive	MARCEL NORBERT MAMIE LICHTI	5899 N.W. 36th Street Miami, FL 33166
Passive	HUMBERTO RODRIGUEZ	5899 N.W. 36th Street Miami, FL 33166
STATE OF FLORIDA)		
:SS		
COUNTY OF DADE)		

I HEREBY CERTIFY, that on this 7th day of OCTOBER 1996, a Notary Public duly authorized to administer oaths and take acknowledgements, personally appeared FRANCO BIANCHI, MIRYAM PEREGRINA, MARCEL NORBERT MAMIE LICHTI and HUMBERTO RODRIGUEZ, known to me personally to be such, and who executed the foregoing Articles of Organization, and they acknowledged before me that they subscribed to those Articles of Organization, and that the facts herein stated are truly set forth. Furthermore, FRANCO BIANCHI, the Registered Agent has assured that he is familiar with the duties and responsibilities of a Registered Agent and has agreed to serve as the same. This limited company has at least two (2) members. The actual cash contribution shall be \$160,000.00 with an additional cash contribution of \$53,000.00 per member. There will not be any property contribution other than cash.

WITNESS our hand and seal in the County and State aforesaid on this 7th day of September, 1996.
OCTOBER

Julio M. Gomez
NOTARY PUBLIC, State of Florida

MY COMMISSION EXPIRES:

JULIO M. GOMEZ
Notary Public - State of Florida
My comm. expires Sep 2, 1997
Commission No. CC 288709

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I, FRANCO BIANCHI, President of EASTERN SHORES, INC., a Florida corporation, authorize EASTERN SHORES, L.C. to be constituted in the State of Florida. EASTERN SHORES, L.C. has the same members as EASTERN SHORES, INC.


FRANCO BIANCHI
President
EASTERN SHORES, INC. and
General Manager of
EASTERN SHORES, L.C.

DATED this 15 day of October, 1996.

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