

3/31/97

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4001

FROM: EMPIRE CORPORATE KIT COMPANY

ACCT#: 072450003255

CONTACT: RAY STORMONT

FAX #: (305)541-3770

PHONE: (305)541-3694

NAME: DECO FILMS, L.C.

AUDIT NUMBER.....H97000005280

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

DEL.METHOD.. FAX

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*[Handwritten signature]*

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(7)

ARTICLES OF ORGANIZATION OF

DECO PALMS, L.C.

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

DECO PALMS, L.C.  
("Company"). The principal place of business of the Company in Florida shall be c/o Real Estate Concepts, Inc., 1110 Brickell Avenue, Suite 512, Miami, FL 33131.

ARTICLE II - DURATION

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than December 31, 2026 unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE III - PURPOSES AND POWERS

The general purpose for which the Company is organized is to own, manage, rent, and sell apartment houses and condominiums, and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is

James A. Molans  
5901 S.W. 74th Street #400  
South Miami, FL 33143

ARTICLE V - CAPITAL CONTRIBUTIONS

The members of the Company shall contribute to the capital of the Company the cash or property set forth in Exhibit "A".

ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all the members.

THIS INSTRUMENT WAS PREPARED BY:  
JAMES A. MOLANS, ATTORNEY AT LAW  
FLORIDA BAR NO. 105240  
5901 S.W. 74th Street #400  
South Miami, FL 33143  
(305) 666-0345

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EMPIRE CORPORATE KIT

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**ARTICLE VII - ADMISSION OF NEW MEMBERS**

No additional members shall be admitted to the Company except with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all the members. 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 members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VIII - TERMINATION OF EXISTENCE**

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member of 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.

**ARTICLE IX - MANAGEMENT**


The Company shall be managed by the members in accordance with regulations adopted by the members of the management of the business and affairs of the Company. These regulations may contain any provisions for the regulations and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and address of the members of the company are:

Alfonso Barrientos  
1110 Brickell Avenue  
Suite 512  
Miami, FL 33131

Rafael Jaramillo  
1110 Brickell Avenue #512  
Miami, FL 33131

IN WITNESS WHEREOF the undersigned organizers have made and subscribed these Articles of Organization at Miami, Dade County, Florida for the foregoing uses and purposes this 13 day of March, 1997.

  
\_\_\_\_\_  
RAFAEL JARAMILLO  
Member

  
\_\_\_\_\_  
NAME OF ORGANIZER  
ALFONSO BARRIENTOS  
Member

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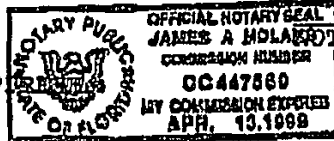
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STATE OF FLORIDA  
COUNTY OF DADE

Before me personally appeared ALFONSO BARRIENTOS and RAFAEL JARAMILLO personally known to me, or who produced a passport as identification, to me well known to be the organizers of the above limited liability company and who subscribed the above Articles of Organization, and they each freely and voluntarily acknowledged before me according to law that they made the same for the uses and purposes mentioned and set forth in it, and who did take an oath.

IN WITNESS WHEREOF, I have set my hand and affixed my seal this 13th day of March, 1997.

MY COMMISSION EXPIRES



*James A. Molano*  
NOTARY PUBLIC, STATE OF FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned, being the person named in the Articles of Organization of DECO PALMS, L.C., as the registered agent of this limited liability company, hereby consents to his appointment as registered agent of the Company.

*James A. Molano*  
JAMES A. MOLANO

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EXHIBIT "A" TO ARTICLES OF ORGANIZATION OF  
DECO PALMS, L.C.

The initial capital contribution of the company and the percentage of ownership interest of each member shall be as follows:

<u>NAME</u>	<u>PERCENTAGE OF OWNERSHIP</u>	<u>AMOUNT OF CAPITAL CONTRIBUTION</u>
ALFONSO BARRIENTOS	50%	\$ 2,000
RAFAEL JARAMILLO	50%	\$ 2,000

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**AFFIDAVIT**

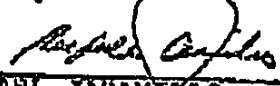
**STATE OF FLORIDA**

**COUNTY OF DADE**

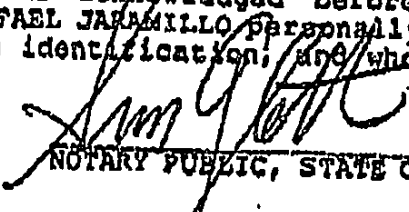
**BEFORE ME**, a Notary Public of the State of Florida, personally appeared **RAFAEL JARAMILLO** who, pursuant to F.S. 606.407 (2) and who upon being first duly sworn according to law, deposed and stated:

1. This Affidavit is made on behalf of **DECO PALMS, L.C.**, a Florida limited liability company and is based on personal knowledge.

2. I certify that the initial cash contribution subscribed to be contributed by members of the Company is **FOUR THOUSAND AND NO/00 (\$4,000.00) DOLLARS** in cash, and that the Company initially has at least two members, contributing **TWO THOUSAND AND NO/00 (\$2,000.00) DOLLARS** each.

  
**RAFAEL JARAMILLO**

14 The foregoing instrument was acknowledged before me this day of March, 1997 by **RAFAEL JARAMILLO** personally known to me or who produced a passport as identification, and who did take an oath.

  
**NOTARY PUBLIC, STATE OF FLORIDA**

**MY COMMISSION EXPIRES:**



**Simon G. Glottmann**  
My Commission 00426093  
Expires Apr. 20, 1998  
Bonded by 1-4A  
200-426-1835

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**AFFIDAVIT**

**STATE OF FLORIDA**

**COUNTY OF DADE**

BEFORE ME, a Notary Public of the State of Florida, personally appeared ALFONSO BARRIENTOS who, pursuant to F.B. 608.407 (2) and who upon being first duly sworn according to law, deposed and stated:

1. This Affidavit is made on behalf of DECO PALMS, L.C., a Florida limited liability company and is based on personal knowledge.

2. I certify that the initial cash contribution subscribed to be contributed by members of the Company is FOUR THOUSAND AND NO/00 (\$4,000.00) DOLLARS in cash, and that the Company initially has at least two members, contributing TWO THOUSAND AND NO/00 (\$2,000.00) DOLLARS each.

  
ALFONSO BARRIENTOS

The foregoing instrument was acknowledged before me this 14 day of March, 1997 by ALFONSO BARRIENTOS personally known to me or who produced a passport as identification, and who did take an oath.

  
NOTARY PUBLIC, STATE OF FLORIDA

MY COMMISSION EXPIRES:



SIMON G. OTTMANN  
My Commission Expires Apr. 08, 1999  
Notary Public, State of Florida  
800-452-1000

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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