

L980000000418

MARCHENA AND GRAHAM, P.A.
ATTORNEYS AT LAW

233 SOUTH SEMORAN BLVD.
ORLANDO, FLORIDA 32807

JUAN F. ALBÁN
ALBERTO S. BUSTAMANTE, III
KEITH A. GRAHAM
MARCOS R. MARCHENA

TELEPHONE (407)658-8566
TELECOPIER (407)281-8564

March 19, 1998

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32301

500002465835--8
-03/24/98--01015--004
***337.50 ***337.50

Re: Organization of Yucatan East Investments, L.C.

Dear Sir or Madam:

Please find enclosed the following documents pursuant to the organization of Yucatan East Investments, L.C.;

1. The Articles of Organization of Yucatan East Investments, L.C.;
2. A check in the amount of \$337.50 to cover the following items: (a) \$250.00 for filing fee for the Articles of Organization; (b) \$35.00 for the Certificate of Designation of Registered Agent/Registered Office; and (c) \$52.50 for one certified copy of the Certificate of Organization;
3. A copy of executed Articles of Organization to be certified and returned.

If you have any questions regarding these documents, please do not hesitate to contact my office.

Sincerely,

Marcos R. Marchena

Enclosures

MRM/faw
1-sec2.faw

498-6709

Name	
Availability	KWM
Document Examiner	KWM
Updater	KWM
Updater Verifier	KWM
Acting Updater	KWM
W. P. Verifier	KWM

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -2 PM 4:08

4-2

MARCHENA AND GRAHAM, P.A.
ATTORNEYS AT LAW

**233 SOUTH SEMORAN BLVD.
ORLANDO, FLORIDA 32807**

JUAN F. ALBÁN
ALBERTO S. BUSTAMANTE, III
KEITH A. GRAHAM
MARCOS R. MARCHENA

TELEPHONE (407)658-8566
TELECOPIER (407)281-8564

March 30, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -2 PM 4:08

Re: Yucatan East Investments, L.C.

Dear Sir or Madam:

Enclosed herewith you will find the documents previously submitted to you and the affidavit requested in your letter dated March 26, 1998. We have previously forwarded the sums needed for filing of these documents.

If you have any questions, please do not hesitate to contact me.

Sincerely,


Alberto S. Bustamante, III

ASB/faw
l-state.faw



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 APR -2 PM 4: 08

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 26, 1998

MARCHENA AND GRAHAM, P.A.
ATTN: MARCOS R. MARCHENA
233 SOUTH SEMORAN BLVD.
ORLANDO, FL 32807

SUBJECT: YUCATAN EAST INVESTMENTS, L.C.
Ref. Number: W98000006709

We have received your document for YUCATAN EAST INVESTMENTS, L.C. and your check(s) totaling \$337.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

An affidavit is required pursuant to section 608.407(2), Florida Statutes, declaring the following: (1) the limited liability company has at least two members; (2) the actual amount of cash contributions; (3) the agreed value and a description of any property other than cash contributed; and (4) the total amount of cash or property anticipated to be contributed by the members.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Kenny Manning
Corporate Specialist

Letter Number: 698A00016222

RECEIVED

MAR 30 1998

K A G

**ARTICLES OF ORGANIZATION OF
YUCATAN EAST INVESTMENTS, L.C.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -2 PM 4:08

**ARTICLE I
NAME**

The name of the limited liability company ("Company") is Yucatan East Investments, L.C.

**ARTICLE II
ADDRESS**

The mailing address and street address of the company's principal office is 1602 Rio Cove Court, Orlando, Florida 32825.

**ARTICLE III
DURATION**

The period of duration for the company is perpetual.

**ARTICLE IV
REGISTERED AGENT AND OFFICE**

The name of the company's initial registered agent in Florida is Fernando Sikes, Trustee of Fernando Sikes Retirement Account Plan, 5145 Curry Ford Road, Orlando, Florida 32812.

**ARTICLE V
MANAGEMENT**

The company is to be managed by managers and the names and addresses of said managing members is identified as follows:

Carlos A. Rivero, 1602 Rio Cove Court, Orlando, Florida 32825
Fernando Sikes, Trustee of Fernando Sikes Retirement Account Plan, 5145 Curry Ford Road,
Orlando, Florida 32812

**ARTICLE VI
ADMISSION OF NEW MEMBERS**

The initial members of the company are as follows:

Carlos A. Rivero, 1602 Rio Cove Court, Orlando, Florida 32825

Fernando Sikes, Trustee of Fernando Sikes Retirement Account Plan, 5145 Churchill Road, Orlando, Florida 32812

Juan A. Mena, 9725 N.W. 52nd Street, Apt. 120, Miami, Florida 33178

Mario Prieto, 6532 Landings Drive, Orlando, Florida 32812

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

APR 2 PM 4:08

Additional members may be admitted only on the unanimous written consent of the remaining members, and the remaining members shall determine the amount and the nature of contributions by new members.

ARTICLE VII TERMINATION OF MEMBERSHIP

The remaining members of the company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the company, only upon a unanimous vote of the remaining members.

ARTICLE VIII AMENDING REGULATIONS

The power to adopt, alter, amend or repeal the regulations of the company is vested entirely in the members.

IN WITNESS WHEREOF, we have executed these Articles of Organization on this 29 day of January, 1998 at the offices of Marchena and Graham, P.A., 233 South Semoran Boulevard, Orlando, Florida 32807.



Fernando Sikes, Trustee of Fernando Sikes Retirement Account Plan

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 APR -2 PM 4:09

Pursuant to the provisions of Section 608.415 or 608.507, Fla. Statutes, the undersigned limited liability company submits the following statement in designating the registered agent/registered office in the state of Florida.

1. The name of the limited liability company is Yucatan East Investments, L.C.
2. The name and address of the registered agent and office is: Fernando Sikes, Trustee of Fernando Sikes Retirement Account Plan, 5145 Curry Ford Road, Orlando, Florida 32812..
3. Having been named as registered agent and to accept service of process for the 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 and statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

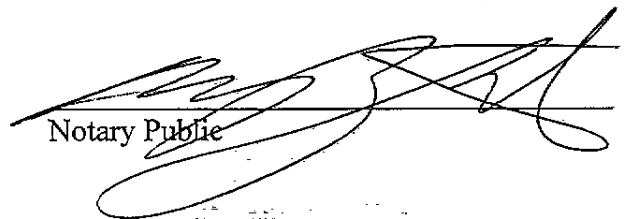
Dated this 27th day of January, 1998.



Fernando Sikes, Trustee of Fernando Sikes
Retirement Account Plan

STATE OF FLORIDA
COUNTY OF ORANGE

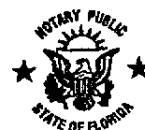
The foregoing instrument was sworn to and subscribed before me this 27th day of January, 1998, by Fernando Sikes, Trustee of Fernando Sikes Retirement Account Plan, who is personally known to me and did/did not take an oath.



Notary Public

My Commission Expires:

c-yucata.faw



ALBERTO S BUSTAMANTE
My Commission CC357645
Expires Mar. 21, 1998
Bonded by HAI
800-422-1555

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

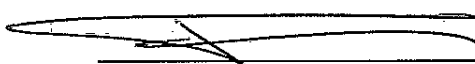
98 APR -2 PM 4:09

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned members of Yucatan East Investments, L.C. deposes and says:

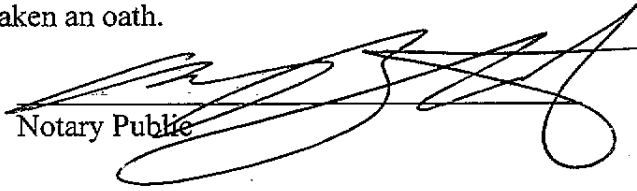
1. The above named limited liability company has at least two members.
2. The actual amount of cash contributed by the members as of formation is \$255,000.00.
3. The agreed value of property other than cash actually contributed by the members as of formation is \$-0-.
4. The total amount of cash or property anticipated to be contributed by the members is \$755,000.00. This total includes amounts from paragraphs 2 and 3 above.

In accordance with section 608.408(3), Fla. Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.


Fernando Sikes, Trustee of ~~Fernando Sikes~~
Retirement Account Plan

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 27th day of January, 1998, by Fernando Sikes, Trustee of Fernando Sikes Retirement Account Plan who is personally known to me and did/did not taken an oath.


Notary Public

My Commission Expires:

af-yucat.faw.



ALBERTO S BUSTAMANTE
My Commission CC357645
Expires Mar. 21, 1998
Bonded by HAI
800-422-1555