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LIMITED LIABILITY COMPANY

Collins Park, L.L.C.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION OF
COLLINS PARK, L.L.C.

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, does hereby establish the following:

1. **Name.** The name of the limited liability company is COLLINS PARK, L.L.C.
2. **Duration.** The period of duration of the limited liability company is perpetual unless sooner dissolved as provided by statute.
3. **Purpose.** This limited liability company is organized for the purpose of engaging in any lawful business in which a limited liability company may engage under Florida law.
4. **Principal Place of Business and Mailing Address.** The address of its principal place of business, as well as the mailing address for this limited liability company is 21490 West Dixie Highway, North Miami Beach, Florida 33180.
5. **Registered Agent and Office.** The name and address of its initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles, is Roberto Verzura, C/O Verzura Construction, 21490 west Dixie Highway, North Miami Beach, Florida 33180.
6. **Initial Members.** The names of the initial members of the limited liability company and their addresses are as follows:

L.W. Holdings, LDC, a Cayman Islands limited duration company
West Wind Building
Harbour Drive - P.O. Box 1111
George Town, Grand Cayman
Cayman Islands, B.W.I.
Attn.: Helmuth Schaerf

Roberto Verzura
c/o Verzura Construction
21490 West Dixie Highway
North Miami Beach, FL 33180

Prepared by: Glen A. Stanke, Esq., FL Bar #331848
Ruden McClosky, et al., P. O. Box 1900
Fort Lauderdale, Florida 33302
(954) 764-6660

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7. **Admission of Additional Members.** Additional Members will be admitted only pursuant to the terms of the operating agreement to be entered into by the Members of the Company, or upon such other terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.
8. **Capitalization.** The capital contribution of the Members, is \$1,400,000, consisting of cash and real property.
9. **Additional Liability of Members.** Additional capital contributions of the Members may be required, but only upon the vote of a majority of Members pursuant to the terms of an operating agreement to be entered into between the Members of this limited liability company.
10. **Continuity.** The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this limited liability company. The return of capital and the distribution of profits shall be determined from the limited liability company's books, as of the effective date of withdrawal, based on the provisions of the regulations, and paid as soon as practicable without diminishing the prospects of the limited liability company's ventures and subject to the limitations of Florida law.
11. **Management.** The business of the limited liability company shall be reserved to and conducted under the exclusive management of its Managers according to the provisions of an operating agreement to be entered into between the manager(s) and the members of the Company. The name and address of the initial Manager of the Company is as follows:

Roberto Verzura
c/o Verzura Construction
21490 West Dixie Highway
North Miami Beach, FL 33180

Dated: 12/8/, 1998


ROBERTO VERZURA

Prepared by: Glen A. Stankee, Esq., FL Bar #331848
Ruden McClosky, et al., P. O. Box 1900
Fort Lauderdale, Florida 33302
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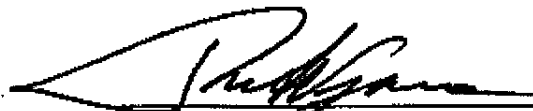
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CONSENT TO APPOINTMENT AND
ACCEPTANCE OF REGISTERED AGENT FOR
COLLINS PARK, L.L.C.

Having been named Registered Agent and designated to accept service of process for COLLINS PARK, L.L.C., at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 08 day of 12, 1998.



ROBERTO VERZURA

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
COLLINS PARK, L.L.C.

The undersigned Member or authorized representative of a Member of COLLINS PARK, L.L.C., deposes and says:

1. The above-named limited liability company has two (2) initial Members;
2. The total value of the property contributed by the Members is \$300,000, consisting of \$150,000 in cash and \$150,000 in real property, the legal description of which is attached hereto as Exhibit "A"; and
3. No other property or cash is being contributed by the members.
4. No additional property or cash is anticipated to be contributed by the members.
5. The total amount of contributions by the members is \$300,000.00.

Dated: 12/8/, 1998



ROBERTO VERZURA

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EXHIBIT "A"
LEGAL DESCRIPTION OF REAL PROPERTY

The real property located at 7824 Collins Avenue, Miami Beach, Dade County, Florida,
described as:

Lot 3, Block 21, corrected plat of Altos Del Mar No. 1, recorded in Plat
Book 31 at page 40 of the public records of Dade County, Florida

Lot 3 contains 8,750 square feet, more or less, or 0.201 acres, more or less

Tax Folio No. 02-3202-004-1020

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