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LIMITED LIABILITY COMPANY

c.p.r.s. developments LLC.

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March 4, 1999

ANA MARIA ANGULO, ATTORNEY
2151 SOUTH LEJEUNE ROAD, SUITE 310
CORAL GABLES, FL 33134

SUBJECT: C.P.R.S. DEVELOPMENT L.L.C.
REF: W99000005280

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section. 608.407(1)(e), Florida Statutes, requires the articles of organization to set forth the right, if given, of the members to admit additional members and the terms and conditions of the admissions. Reference to the operating agreement/regulations is not sufficient.

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) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H99000005224
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Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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Articles of Organization for Florida Limited Liability Company

ARTICLE I Name

The name of the Limited Liability Company is:

C.P.R.S. DEVELOPMENTS LLC.

ARTICLE II Address

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

247 SW 8th Street, Suite 213
Miami, FL 33130-3513

ARTICLE III Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV Management

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing members(s) is/are: Bruce Pooley whose address is 247 SW 8th Street, Suite 213, Miami, Florida 33130-3513.

ARTICLE V Admission of Additional Members

The remaining members may admit additional members upon the consent of the majority of the existing members.

*This instrument prepared by: Ana Maria Angulo, Attorney, 2151 South LeJeune Road,
Suite 310, Coral Gables, Florida 33134 FBNO. 374423*

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ARTICLE VI
Members Rights to Continue Business

The remaining members of the limited liability 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 limited liability company.

2. Affidavit of Membership and Contributions.

The undersigned member or authorized representative of a member of **C.P.R.S. DEVELOPMENTS L.L.C.** certifies:

1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the member(s) is \$135,000.00.
3. If any, the agreed value of property other than cash contributed by member(s) is \$0-.
4. The total amount of cash or property anticipated to be contributed by member(s) is \$135,000.00. This total includes amounts from 2 and 3 above.


(Signature of a member or authorized
representative of a member)

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

3. Certificate of Designation of Registered Agent/Registered Office.

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

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA 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: C.P.R.S. DEVELOPMENTS L.L.C.
2. The name and address of the registered agent and office is:

**Ana Maria Angulo, Atty.
2151 S. Lejeune Road #310
Coral Gables, Florida 33134**

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 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.

Signature

Date:

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