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Florida Department of State
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LIMITED LIABILITY COMPANY

SOUTH BAY DEVELOPERS, L.C.

Name Availability	MJH
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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I. Name

The name of the Limited Liability Company is:

SOUTH BAY DEVELOPERS, L.C.

ARTICLE II. - Address

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

698 Fernwood
Key Biscayne, Florida 33139

ARTICLE III. - Duration

The period of duration for the Limited Liability Company shall be:

From filing until December 31, 2050

ARTICLE IV. - MANAGEMENT

____ The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

X The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Roberto Cortes, Member -- Manager
698 Fernwood
Key Biscayne, Florida 33139

Cito Lopes, Member -- Manager
741 Heron Road
Weston, Florida 33326

Carlos Henriquez, Member - Manager
3570 N.W. 135 Street
Opa Locka, Florida 33054

Audit No. H99000016347 9
This instrument was prepared by:
Salomon B. Esquenazi, Esq.
Rasco, Reininger & Perez, P.A.
5200 Blue Lagoon Drive
Suite 700
Miami, Florida 33126
(305) 261-0500
Bar No. 992038

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING
STATEMENT IN WRITING DESIGNATING THE REGISTERED OFFICE/REGISTERED
AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

SOUTHBAY DEVELOPERS, L.C.

2. The name and address of the registered agent and office is:

MIAMI CORPORATE SYSTEMS, INC.
5200 Blue Lagoon Drive
Suite 700
Miami, Florida 33126.

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.

July 2, 1999

REGISTERED AGENT:

MIAMI CORPORATE SYSTEMS, INC.

By: 

Luis A. Perez, Vice President

1992.3\80407

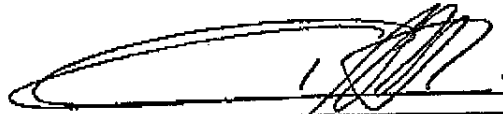
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of SOUTH BAY DEVELOPERS, L.C. deposes and says:

1. The above named limited liability company has at least one member.
2. The total amount of actual cash contributed by the member as of formation is \$10,000.00.
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 members is \$160,000.00. The total includes amounts from 2 and 3 above.



ROBERTO CORTES

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.)

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