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Division of Corporations

FAX NO.

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((H99000026072 1)))

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To: Division of Corporations
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From: Account Name : RASCO, REININGER & PEREZ, P.A.
Account Number : 104076000124
Phone : (305)261-0500
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DIVISION OF CORPORATIONS

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LIMITED LIABILITY COMPANY

SOUTH BAY DEVELOPERS II, L.C.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

Audit No. H99000026072 1

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

ARTICLE I. Name

The name of the Limited Liability Company is:

SOUTH BAY DEVELOPERS II, 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

Audit No. H99000026072 1
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

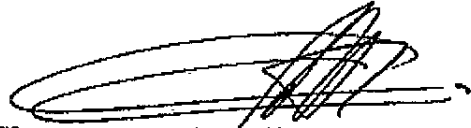
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FILED
CLERK OF DISTRICT COURT
SOUTH DALLAS COUNTY, TEXAS

Audit No. H99000026072 1

The undersigned member or authorized representative of a member of SOUTH BAY DEVELOPERS II, 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:
3. If any, the agreed value of property other than cash contributed by member(s) is
4. The total amount of cash or property anticipated to be contributed by members is \$ 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.)

99 OCT 15 PM 3:18

Audit No. H99000026072 1
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:

SOUTH BAY DEVELOPERS II, 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.

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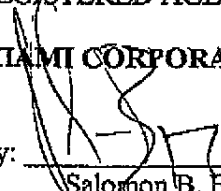
Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all 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.

October 14, 1999

REGISTERED AGENT:

MIAMI CORPORATE SYSTEMS, INC.

By:


Salomon B. Esquenazi
Asst. Vice President

~~Page 1 of 1~~ H99000026072 1

This instrument was prepared by:
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