

Friday, December 10, 1999

Division of Corporations

Page: 1

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Florida Department of State
Division of Corporations
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To: Division of Corporations
Fax Number : (850)922-4003

From: Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (305)672-0686
Fax Number : (305)672-9110

LIMITED LIABILITY COMPANY

Villa Marina Developers, LLC

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ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida limited liability company is:
Villa Marina Developers, LLC

Article II. Address

The Company's street and mailing address is:
Villa Marina Developers, LLC
Brickell Business Center
1414 Brickell Avenue
Miami FL 33131

Article III. Registered Agent

The name and street address of the Company's registered agent is:
AGIM Registered Agents, Inc.
1200 Brickell Avenue
Suite 900
Miami FL 33131

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

Robert R. Adams | FL Bar Member 863238
Adams, Gallinar, Iglesias & Meyer, P.A.
1200 Brickell Avenue
Suite 900
Miami FL 33131
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Article V. Management

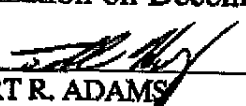
This will be a member-managed company. The name of each member is:

Walter Defortuna

Article VI. Company Existence

The Company's existence shall begin effective as of December 9, 1999.

The undersigned authorized representative of a member executed these Articles of Organization on December 10, 1999.



ROBERT R. ADAMS
by T. Hardy as attorney-in-fact

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STATEMENT OF REGISTERED AGENT

LIMITED LIABILITY COMPANY:

Villa Marina Developers, LLC

REGISTERED AGENT/OFFICE:

AGIM Registered Agents, Inc.

1200 Brickell Avenue

Suite 900

Miami FL 33131

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Statement. I agree to comply with the provisions of all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.


AGIM REGISTERED AGENTS, INC.
by T. Hardy as attorney-in-fact

Date: December 10, 1999

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