

L99000008846

PATRICIO KREUTZBERGER
1221 BRICKELL AVE, STE 1590
MIAMI, FLA 33131

November 29, 1999

Secretary of State
Division of Corporations
409 East Gaines
Tallahassee, Fla 32399

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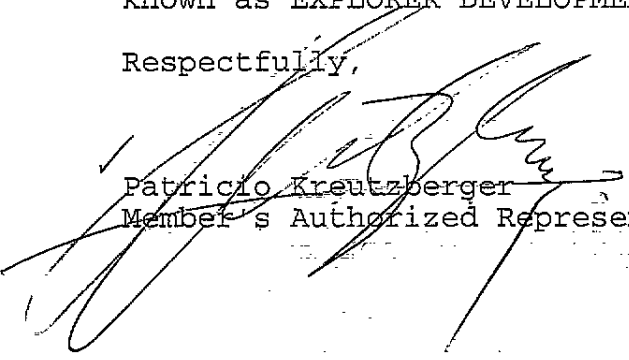
w99-28014

Dear Sirs :

Enclosed find one original and a copy of the Articles of Organization of EXPLORER DEVELOPMENT, L.L.C., together with the Certificate of Designation of Registered Agent / Registered Office, and a check for \$285.00 made payable to Secretary of State, which includes the statutory filing fee.

Your assistance in establishing the limited liability company to be known as EXPLORER DEVELOPMENT, L.L.C. is greatly appreciated.

Respectfully,


Patricio Kreutzberger
Member's Authorized Representative

FILED
99 DEC 15 PM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 8, 1999

PATRICIO KREUTZBERGER
1221 BRICKELL AVE., STE 1590
MIAMI, FL 33131

SUBJECT: EXPLORER DEVELOPMENT, L.L.C.
Ref. Number: W99000028014

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TALLAHASSEE, FLORIDA

We have received your document for EXPLORER DEVELOPMENT, L.L.C. and your check(s) totaling \$285.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

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) 487-6097.

Michael Mays
Document Specialist

Letter Number: 399A00057719

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I – Name:

The name of the limited Liability Company is: EXPLORER DEVELOPMENT, L.L.C.

ARTICLE II – Address:

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

1221 Brickell Avenue, Ste 1590
Miami, Fla 33129

ARTICLE III – Duration:

This Limited Liability Company is to exist perpetually.

ARTICLE IV – Purpose:

This Limited Liability Company is organized with the purpose of transacting any lawful business.

ARTICLE V – Management:

X The Limited Liability Company is to be managed by a manager(s) and the name and address of the original manager is:

Patricio Kreutzberger
1221 Brickell Avenue, Ste 1590
Miami, Fla 33129

The manager(s) will be elected by the members of the Limited Liability Company annually in the manner prescribed by and provided by the Company's regulations. The manager(s) shall hold the offices and have the responsibilities accorded to them by the members and set out in the Company's regulations.

ARTICLE VI – Initial Members:

The Limited Liability Company shall have two (2) members initially. The names of these members and their original percentage contribution to the Company is as follows:

Name:	Initial Percentage Contribution:
ROCAR PROPERTIES, S.A.	99%
PATRICIO KREUTZBERGER	1%

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ARTICLE VII – Admission of Additional Members:

The original members are given the right to admit additional members under the terms and conditions set forth in the Company's regulations.

ARTICLE VIII – Members Rights to Continue Business:

The members of the Limited Liability Company are given 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 by a vote of the majority of the remaining members.

ARTICLE IX – Regulations:

The members of the Limited Liability Company have the power to adopt, alter, amend or repeal the Company's regulations.

ARTICLE X – Indemnification:

The Limited Liability Company shall indemnify any manager or member to the full extent permitted by law.

ARTICLE XI – Amendments:

The Limited Liability Company reserves the right to amend or repeal any provision contained in these articles of organization, or any amendment thereof, and any right conferred upon members is subject to this reservation.

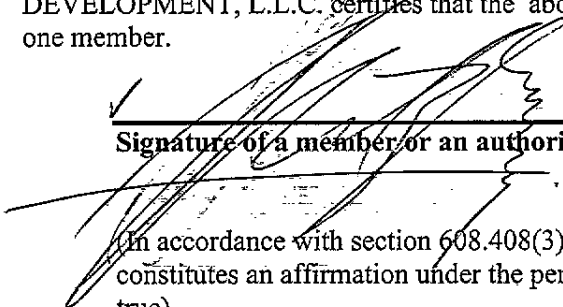
ARTICLE XII – Registered Agent:

The name and address of the initial registered agent for this Limited Liability Company is Patricio Kreutzberger at 1221 Brickell Ave, Ste 1590, Miami, Fl. 33129.

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TALLAHASSEE, FLORIDA

ARTICLE X III – Affidavit of Membership :

The undersigned member or authorized representative of a member of EXPLORER DEVELOPMENT, L.L.C. certifies that the above-named Limited liability Company has at least one member.



Signature of a member or an authorized representative of a member

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

Patricio Kreutzberger

Typed or printed name of signee

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TALLAHASSEE, FLORIDA

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is : EXPLORER DEVELOPMENT, L.L.C.
2. The name and the Florida street address of the registered agent are:

PATRICIO KREUTZBERGER

Name

1221 Brickell Ave, Ste 1590

Florida Street Address

Miami, FL 33129

City, State, Zip

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

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TALLAHASSEE FLORIDA

Filing fee: \$35 for Designation of Registered Agent