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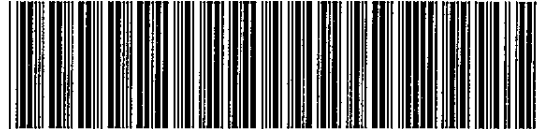
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A PROFESSIONAL ASSOCIATION

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EDUARDO SOTO (FL.)

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*OF COUNSEL

4551 PONCE DE LEON BLVD.
CORAL GABLES, FLORIDA 33146

April 8, 2004

FEDERAL EXPRESS

Ms. Gretchen Harvey
State of Florida, Division of Corporations
Registration Section
409 East Gaines Street
Tallahassee, Florida 32399

**Re: Palenzuela Properties at Timbercreek I, LTD.
Palenzuela Properties at Timbercreek II, LTD
Palenzuela Properties at Timbercreek I, INC.
Palenzuela Properties at Timbercreek II, INC.
R&S Palenzuela Family, LLC
L&E Palenzuela Family, LLC**

Dear Gretchen:

Enclosed please find the following documents regarding the above-referenced entities:

- Certificate of Limited Partnership of Palenzuela Properties at Timbercreek I, LTD.; Certificate of Limited Partnership of Palenzuela Properties at Timbercreek II, LTD.;
- Articles of Incorporation of Palenzuela Properties at Timbercreek I, INC.; Articles of Incorporation of Palenzuela Properties at Timbercreek II, INC.;
- Articles of Organization for R&S Palenzuela Family, LLC; Articles of Organization for L&E Palenzuela Family, LLC.

Please provide us with a certificate of Good Standing for the entities and send me the originals via Federal Express for next day morning delivery.

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TALLAHASSEE, FLORIDA

We have enclosed a check in the amount of \$722.50 for the filing fees and a self-addressed Fed Ex envelope. Should you require any further information, please do not hesitate to contact our offices.

As always, thank you for your help.

Very truly yours,

A handwritten signature in dark ink, appearing to read 'Ed Soto', written over the printed name.

Ed Soto

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ARTICLES OF INCORPORATION
OF
PALENZUELA PROPERTIES AT
TIMBERCREEK II, INC.

The undersigned Incorporators sign the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

ARTICLE I
CORPORATE NAME

The name of the corporation shall be: PALENZUELA PROPERTIES AT
TIMBERCREEK II, INC.

ARTICLE II
TERM OF EXISTENCE

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE III
NATURE OF BUSINESS AND POWERS

The corporation may engage in any and all businesses and activities permitted by the laws of the State of Florida. The corporation shall have all of the powers vested in a corporation organized under and existing by virtue of such laws.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of stock which the corporation is authorized to issue and have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One (\$.01) Cent per share.

Document Prepared By:
Eduardo Soto, Esq.
Florida Bar No.:0584061
Alayon & Associates, P.A.
2450 S.W. 137th Avenue, Suite 221
Miami, Florida 33175
(305) 221-2110

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ARTICLE V
REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The initial registered agent and street address of the initial registered office of the corporation shall be:

A&A REGISTERED AGENT, INC.
2450 S.W. 137th Avenue
Suite 221
Miami, Florida 33175

ARTICLE VI
MAILING AND PRINCIPAL ADDRESS OF THE CORPORATION

The mailing address of the Corporation is:

2450 S.W. 137th Avenue
Suite 221
Miami, Florida 33175

The principal office of the Corporation as of the date of execution of these Articles is:

4733 East 11th Avenue
Hialeah, Florida 33013

ARTICLE VII
BOARD OF DIRECTORS

This corporation shall have 2 directors initially. The names and addresses of the initial directors of the corporation, who shall hold office until a successor is elected and qualified or until their earlier resignation or removal from office are:

LUIS A. PALENZUELA
4733 East 11th Avenue
Hialeah, Florida 33013

ROBERTO L. PALENZUELA
4733 East 11th Avenue
Hialeah, Florida 33013

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The number of directors may be increased or decreased from time to time pursuant to the bylaws of the corporation, but shall never be less than one.

ARTICLE VIII
INCORPORATOR

The name and address of the incorporator of the corporation is:

LUIS A. PALENZUELA
4733 East 11th Avenue
Hialeah, Florida 33013

ARTICLE XI
AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation this 8 day of April, 2004.



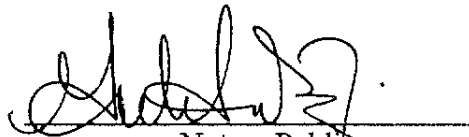
LUIS A. PALENZUELA,
INCORPORATOR

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STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was subscribed and sworn to before me by ~~XXXXXXXX~~ LUIS L. PALENZUELA, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed. He is personally known to me or has produced his Florida Driver's License as identification and did take an oath. FL DL P452 521 68 20.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 8 day of April, 2004.



Notary Public
State of Florida at Large



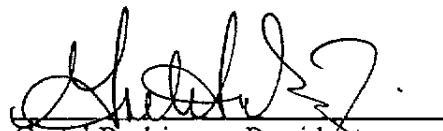
Gretel Rodriguez
Commission # DD26006
Expires Oct. 21, 2007
Aaron Notary
1-800-350-5161

My Commission Expires:

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of, PALENZUELA PROPERTIES AT TIMBERCREEK II, INC., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes Section 607.0505.

Dated this ____ day of April, 2004.



Gretel Rodriguez, President
A&A Registered Agent, Inc.

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