

L00000012535



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 863743 7742A

AUTHORIZATION : *Patricia Pajot*

COST LIMIT : \$ 125.00

ORDER DATE : October 13, 2000

ORDER TIME : 2:32 PM

ORDER NO. : 863743-005

CUSTOMER NO: 7742A

300003426743--2

CUSTOMER: Mercy Estevez, Paralegal
Tew Cardenas Rebak Kellogg
Lehman Demaria & Tague, LLP
Suite 2600
201 S. Biscayne Boulevard
Miami, FL 33131

DOMESTIC FILING

NAME: SOUTH OCEAN PROPERTIES, LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight - EXT. 1156

EXAMINER'S INITIALS:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT 17 PM 9:01

APPROVED
AND
FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 OCT 16 PM 4:48

RECEIVED

10-17-00

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I. NAME

The name of the Limited Liability Company is:

SOUTH OCEAN PROPERTIES, LLC

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: C/O Brian P. Tague, 201 South Bayshore Drive, Suite 2600, Miami, Florida 33131.

ARTICLE III. DURATION

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

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301 and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

ARTICLE V. MANAGEMENT

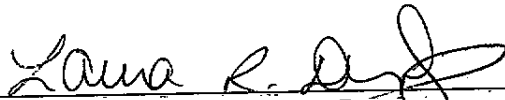
The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

APPROVED
AND
FILED
00 OCT 16 PM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Shiraz Management Limited

C/O Brian P. Tague
201 South Bayshore Drive
Suite 2600
Miami, Florida 33131

The undersigned authorized representative of a member of
SOUTH OCEAN PROPERTIES, LLC hereby executes these articles of
organization on this 16th Day of October, 2000.



Its Agent, Laura R. Dunlap
as its agent as authorized
representative of SOUTH OCEAN
PROPERTIES, LLC

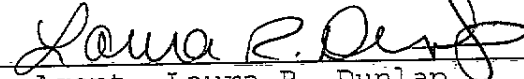
ACCEPTANCE OF REGISTERED AGENT DESIGNATED

IN ARTICLES OF ORGANIZATION

Corporation Service Company, a Delaware corporation
authorized to transact business in this State, having a
business office identical with the registered office of the
Limited Liability Company named above, and having been
designated as the registered agent in the above and
foregoing articles, is familiar with and accepts the obligations
of the position of registered agent under Section 608.415 or
608.507 Florida Statutes.

CORPORATION SERVICE COMPANY

By:


Its Agent, Laura R. Dunlap

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT 16 PM 9:01

APPROVED
AND
FILED

SXX

LIMITED POWER OF ATTORNEY

The undersigned hereby designates Corporation Service Company ("CSC"), a Delaware corporation qualified to do business in the State of Florida, as its attorney-in-fact for the limited purpose of executing on behalf of the undersigned the original Articles of Organization of **SOUTH OCEAN PROPERTIES, LLC** (the "LLC"), a Florida limited liability company, for the further purpose of filing such Articles of Organization with the State of Florida Department of State, and for no other purpose. The power granted hereby shall be exercisable and effective upon execution of the Limited Power of Attorney by the undersigned and upon delivery of the original or a copy thereof by facsimile or other means to CSC. This grant of power shall be revoked immediately after the filing of the Articles of Organization of the LLC with the State of Florida Department of State. All parties who review the original or a copy of this Limited Power of Attorney may rely upon it and the exercise of the limited power granted herein without making further inquiry as to the matters described herein or the authority of CSC to act hereunder.

This Limited Power of Attorney is executed on this 16 day of OCT, 2000

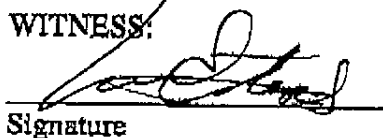


Signature

Brian P. TAGUE

Print Name of Signer

WITNESS:



Signature

Mercedes Esterez

Print Name of Witness

WITNESS:



Signature

Mrs. G. Seoro

Print Name of Witness

00 OCT 16 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED