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LIMITED LIABILITY COMPANY
OLD CUTLER, LLC

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**ARTICLES OF ORGANIZATION
OF
OLD CUTLER, LLC,**

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act ("Act") and adopts the following Articles of Organization of Old Cutler, LLC ("Company"):

ARTICLE ONE

NAME

The name of the limited liability company is Old Cutler, LLC.

ARTICLE TWO

ADDRESS

The mailing address and street address of the principal office of the Company is 9655 South Dixie Highway, Suite 200, Miami, Florida 33156 Attention: Jeremy S. Larkin.

ARTICLE THREE

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company is Carlton, Fields, P.A., Bank of America at International Place, 100 S.E. 2nd Street, Miami, Florida 33131-9101, and the name of its initial registered agent at that address is Jay A. Steinman.

ARTICLE FOUR

MANAGEMENT

The Company will be a manager-managed company.

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ARTICLE FIVE

INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, these Articles of Organization have been executed by an authorized representative of a Member of the Company as of April 6,
2001.

2001 *q*



Jeremy S. Larkin, Manager

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

I am familiar with and accept the duties and responsibilities as registered agent for said limited liability company.

Dated this 9 day of April 2001.

REGISTERED AGENT:

CARLTON FIELDS, P.A.

By: [Signature]
Name: Way Stegman
Title: Shareholder

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