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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

MHLP, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION

OF

MHLP, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Organization of MHLP, LLC (the "Company"), have been duly executed and are being filed by the undersigned authorized representative of the member to form a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608) as follows:

**ARTICLE I
NAME**

The name of the limited liability company formed hereby is **MHLP, LLC**.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is c/o Ms. Raquel Libman, 601 Biscayne Boulevard, Miami, Florida 33132.

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and the Florida street address of the registered agent and registered office of the Company is Peninsula Registered Agents, Inc., 200 S. Biscayne Boulevard, 43rd Floor, Miami, Florida 33131.

**ARTICLE IV
MANAGEMENT**

The Company is to be managed by its member as set forth in its Operating Agreement and is therefore a member-managed company.

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IN WITNESS WHEREOF, the undersigned executed these Articles of
Organization on the 13 day of December, 2002.

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MIAMI HEAT LIMITED PARTNERSHIP,
its sole Member

REC. WITHIN OF STATE
TALLAHASSEE, FLORIDA

By: FBA II, INC.,
its General Partner

By: 

Its Authorized Signatory

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

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OF THE FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA.

1. The name of the limited liability company is MHLP, LLC.
2. The name and Florida street address of the registered agent and office are:

Peninsula Registered Agents, Inc.
 200 S. Biscayne Boulevard
 43rd Floor
 Miami, Florida 33131

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 as provided in Chapter 608, F.S.

PENINSULA REGISTERED AGENTS, INC.

By: 
 Debra Palmisano, Vice President

Date: December 23, 2002