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From:
Account Name : BAKER & HOSTETLER LLP
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LIMITED LIABILITY COMPANY

Mantell 403 & 404, LLC

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**ARTICLES OF ORGANIZATION
OF
MANTELL 403 & 404, LLC**

ARTICLE I

Name and Duration

The name of this Limited Liability Company is Mantell 403 & 404, LLC (hereinafter referred to as the "Company"). The duration of the Company shall commence upon the filing of these Articles of Organization and shall be perpetual.

ARTICLE II

Principal Office

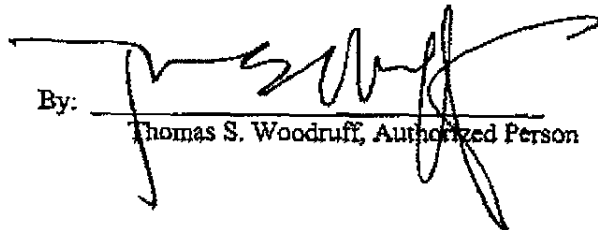
The mailing address for the Company and the street address of the principal office of the Company is 620 Southard Street, Key West, Florida 33040-6838, or such other place as the Members of the Company may determine from time to time.

ARTICLE III

Registered Office and Agent

The registered agent in the State of Florida is A.G.C. Co., 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801.

DATED as of the 18th day of February, 2003.

By: 
Thomas S. Woodruff, Authorized Person

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Florida Statute Section 608.415, Mantell 403 & 404, LLC submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is Mantell 403 & 404, LLC.
2. The name and address of the registered agent and office is: A.G.C. Co., 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, the undersigned, by and through its duly elected officer, 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 its duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: February 18, 2003

A.G.C. Co.

By: A. Thoma Bell
Name: G. Thoma Bell
As its: Vice President

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