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**LIMITED LIABILITY COMPANY**  
**Boucher Brothers Haulover Beach, LLC**

Certificate of Status	1
Certified Copy	1
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98  
10-10-03



**FLORIDA DEPARTMENT OF STATE**  
Glenda B. Hood  
Secretary of State

June 9, 2003

**HUNTON & WILLIAMS**

**SUBJECT: BOUCHER BROTHERS HAULOVER BEACH, LLC**  
**REF: W03000016432**

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The paragraph above the authorized representative's signature refers to amended and restated articles. This is not amended and restated articles. Please correct the document.

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Division of Corporations - P.O. BOX 6827 -Tallahassee, Florida 32314

**ARTICLES OF ORGANIZATION  
OF  
BOUCHER BROTHERS HAULOVER BEACH, LLC**

**ARTICLE I - NAME**

The name of the limited liability company is Boucher Brothers Haulover Beach, LLC (the "Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company is 2301 Collins Avenue, Suite M-106, Miami Beach, Florida 33139.

**ARTICLE III - DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE IV - PURPOSES**

The Company is organized for the purpose of transacting all lawful activities and businesses.

**ARTICLE V  
REGISTERED AGENT; REGISTERED ADDRESS**

The name of the registered agent of the Company is Abigail C. Watts-FitzGerald. The Florida street address of the registered agent of the Company is c/o Hunton & Williams, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

**ARTICLE VI  
MANAGEMENT**

The Company is to be manager managed.

**ARTICLE VII  
ADMISSION OF ADDITIONAL MEMBERS**

Additional members to the Company may be admitted only in accordance with the terms and conditions of the Company's Operating Agreement.

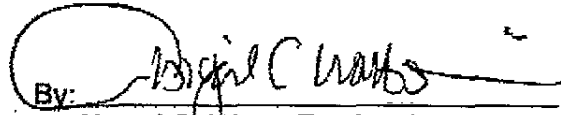
**ARTICLE VIII  
MEMBERS RIGHTS TO CONTINUE BUSINESS**

If a member of the Company dies, retires, resigns, is expelled, becomes bankrupt or dissolves, or upon the occurrence of any other event which terminates the continued

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membership of a member in the Company, the remaining member(s), if any, may, by unanimous written agreement, continue the business of the Company.

IN WITNESS WHEREOF, the undersigned authorized representative of the members of Boucher Brothers Haulover Beach, LLC has executed these Articles of Organization as of June 9, 2003.

By: 

Abigail C. Watts-FitzGerald, as  
authorized representative of the  
Members

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**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That Boucher Brothers Haulover Beach, LLC desiring to organize under the laws of the State of Florida, has named Abigail C. Watts-FitzGerald, located at c/o Hunton & Williams, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 9<sup>th</sup> day of June, 2003.

  
Abigail C. Watts-FitzGerald  
Registered Agent

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ACCEPTED  
AND  
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