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Account Name : BOIES, SCHILLER & FLEXNER, LLP.
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LIMITED LIABILITY COMPANY

3500 Holdings, LLC

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FA#: H04-1526333

**ARTICLES OF ORGANIZATION
OF
3500 HOLDINGS, LLC**

The undersigned hereby forms a limited liability company under the laws of the State of Florida:

ARTICLE I. NAME

The name of the Limited Liability Company is: 3500 HOLDINGS, LLC.

ARTICLE II. ADDRESS

The mailing address and street address of the principal office of the Limited Liability Company is: c/o Bruce A. Weil, 100 Southeast 2nd Street, 28th Floor, Miami, Florida 33131.

ARTICLE III. TERM

The period of duration of the Limited Liability Company shall commence at upon filing of this Articles and continue in perpetuity, unless dissolved according to law.

ARTICLE IV. MANAGEMENT

The Limited Liability Company shall be manager-managed and Bruce A. Weil and Tony Cho shall be the co-managers. Both Bruce A. Weil and Tony Cho, as co-managers of the Limited Liability Company, must execute any and all deeds, other property transfer documents or agreements, notes, mortgages, security agreements and other loan and security type of documents and agreements.

Keith Jeffrey Blum, Esq.
Boies, Schiller & Flexner, LLP
100 S.E. 2 Street, Suite 2800
Miami, Florida 33131-1714
Florida Bar Number: 0879185

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ARTICLE IV. REGISTERED AGENT, REGISTERED OFFICE, AND REGISTERED AGENT'S SIGNATURE

The name and the Florida street address of the registered agent are: KTG&S Registered Agent Corporation, 100 Southeast 2nd Street, Suite 2800, Miami, Florida, 33131-1714.

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 for in Chapter 608, Florida Statute.

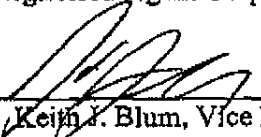
KTG&S Registered Agent Corporation

By: 
Keith J. Blum, Vice President

IN WITNESS WHEREOF, the undersigned member has executed the foregoing Articles of Organization as of July 23, 2004.

Authorized Representative:

By: KTG&S Registered Agent Corporation

By: 
Keith J. Blum, Vice President

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