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LIMITED LIABILITY COMPANY

harbor hill holdings, llc

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Page Count	03
Estimated Charge	\$155.00

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ARTICLES OF ORGANIZATION OF
HARBOR HILL HOLDINGS, LLC

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I
NAME

The name of this Limited Liability Company shall be HARBOR HILL HOLDINGS, LLC (the "Company").

ARTICLE II
DURATION

The period of duration of the Company shall be perpetual, and the Company shall be in existence until dissolved in a manner provided by law, or as provided in the Operating Agreement.

ARTICLE III
PURPOSE

The Company is created for the purpose of transacting and engaging in any activity or business authorized under the Florida Statutes.

ARTICLE IV
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be 1001 Brickell Bay Drive, Suite 2908, Miami, FL 33131, and such other place or places as the member from time to time may determine. The mailing address of the Company is 1001 Brickell Bay Drive, Suite 2908, Miami, FL 33131.

ARTICLE V
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT

The initial registered agent of the Company shall be SLC Corporate Services, Inc. The address of the initial registered agent is 1001 Brickell Bay Drive, Suite 2908, Miami, Florida 33131.

ARTICLE VI
MANAGEMENT

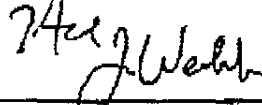
The Company will be managed by its members.

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SECRETARY
STATE OF FLORIDA
CORPORATION
DIVISION
MAY 11 9 42

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed on the 11th day of August, 2004, effective upon filing same with the Florida Department of State.

HARBOR HILL HOLDINGS, LLC



HAL J. WEBB,
Authorized Representative

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 11th day of August, 2004, by HAL J. WEBB, who did execute the foregoing Articles of Organization, who is personally known to me, and being first duly sworn, acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.



Notary Public - State of Florida

Maryma Amato
Printed name of Notary Public

My Commission Expires: _____



Maryma Amato
My Commission DDD41817
Expires July 11 2006

FILED
AUG 11 2004
MIAMI COUNTY

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 608, Florida Statutes, the following is submitted that **HARBOR HILL HOLDINGS, LLC**, desiring to organize or qualify under the laws of the State of Florida, has named **SLC Corporate Services, Inc.**, whose address is 1001 Brickell Bay drive, Suite 2908, Miami, Florida 33131, as its agent to accept service of process within Florida.

Hal J. Webb

Hal J. Webb, Authorized Agent

Dated: August 11, 2004

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. 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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SLC Corporate Services, Inc.

By:

Hal J. Webb

Hal J. Webb, Vice President

Dated: August 11, 2004

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