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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY
MARUBENI/DOPPELMAYR CABLE CAR, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION
OF
MARUBENI/DOPPELMAYR CABLE CAR, LLC

ARTICLE I

The name of the limited liability company formed hereby is **MARUBENI/DOPPELMAYR CABLE CAR, LLC** (the "Limited Liability Company").

ARTICLE II

The duration of the Limited Liability Company shall be perpetual.

ARTICLE III

The principal office and mailing address of the Limited Liability Company shall be as follows:

1395 Brickell Avenue, 14th Floor
Miami, Florida 33131

ARTICLE IV

The Registered Agent of the Limited Liability Company and his street address in the State of Florida are as follows:

John C. Strickroot, Esq.
1395 Brickell Avenue, 14th Floor
Miami, Florida 33131

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CERTIFICATE OF DESIGNATION
OF RESIDENT AGENT AND
ACCEPTANCE OF DESIGNATION

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company organized under the laws of the state of Florida, submits the following statement in designating its Registered Office and Registered Agent in the State of Florida:

1. The name of the limited liability company is MARUBENI/DOPPELMAYR CABLE CAR, LLC.

2. The name and address of the Registered Agent and Office is:

John C. Strickroot, Esq.
1395 Brickell Avenue, 14th 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 the 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 am familiar with and accept the obligations of my position as Registered Agent.

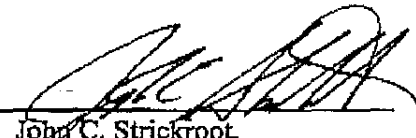

John C. Strickroot, Registered Agent

Date: November 19, 2004

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MARUBENI/DOPPELMAYR CABLE CAR, LLC

By: 
John C. Strickroot,
as Authorized Representative
of the Members

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