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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

1600 ponce holding, llc

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| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$155.00 |

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ARTICLES OF ORGANIZATION OF 1600 PONCE HOLDING, LLC

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company act, hereby establishes the following:

ARTICLE I - NAME

The name of the company is 1600 Ponce Holding, LLC (the "Company").

ARTICLE II - DURATION

The duration of the Company is perpetual unless sooner dissolved as provided by statute.

ARTICLE III - PURPOSE

The Company is organized to engage in any business in which a limited liability company may engage under Florida laws.

ARTICLE IV - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal place of business and the mailing address of the Company shall be 5050 Southwest 83rd Street, Miami, Florida 33143.

ARTICLE V - INITIAL REGISTERED AGENT

The mailing and street address of the initial registered office of the Company is 5050 Southwest 83rd Street, Miami, Florida 33143; and the name of the initial registered agent of this Company is Randall Lee Hill.

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ARTICLE VI - INITIAL MEMBERSHIP

The names of the initial members of the Company and their addresses are as follows:

Randall Lee Hill
5050 Southwest 83rd Street, Miami, Florida 33143

Marco 1600 Partnership, LLC, a Florida Limited Liability Company
6100 Paradise Point Drive, Miami, Florida 33157-2633

Jeffrey E. Levey and Martha B. Levey, as Tenants by the entireties
9155 South Dadeland Boulevard, Suite 1006, Miami, Florida 33156

ARTICLE VII - ADMISSIONS OF ADDITIONAL MEMBERS

Additional members shall be admitted only pursuant to the terms of the operating agreement entered into by the Members of the Company, or upon such other terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.

ARTICLE VIII - CAPITALIZATION

The Members will outline their capital contributions under a separate agreement.

ARTICLE IX - ADDITIONAL LIABILITY OF MEMBERS

Additional capital contributions of the Members may be required, but only upon the vote of a majority of Members pursuant to the terms of the operating agreement entered into between the Members of the Company, or supplemental agreement regarding the same.

ARTICLE X - CONTINUITY

The remaining Members of the Company shall have the right to continue business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of

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a Member or occurrence of any other event which terminates the continued Membership of a Member in this Company. The return of capital and the distribution of profits shall be determined from the Company's books, as of the effective date of withdrawal, based on the provisions of the regulations, and paid as soon practicable without diminishing the prospects of the Company's venture and subject to the limitations of Florida law.

ARTICLE XI - MANAGEMENT

The business of the Company shall be reserved to an conducted under the exclusive management of its Manager according to the provisions of the operating agreement entered into between the Manager and the Members of the Company. The name and address of the initial Managing Member of the Company is:

Randall Lee Hill
5050 Southwest 83rd Street, Miami, Florida 33143

IN WITNESS WHEREOF, the undersigned Manager has executed these Articles of Organization in accordance with 608.408(3), Florida Statutes, and in executing the Affidavit above affirms under penalties of perjury the facts stated herein are true on this 28 day of November, 2005.



RANDALL LEE HILL
Manager

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: 1600 Ponce Holding, LLC
- 2. The name and address of the registered agent and office is:

Randall Lee Hill
5050 Southwest 83rd Street, Miami, Florida 33143

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.

Dated this 28 day of November, 2005.


Randall Lee Hill, Manager and Registered Agent

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