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NAME: BRICKELL WALK MANAGEMENT, L.C.

AUDIT NUMBER.....H97000015461

DOC TYPE.....LIMITED LIABILITY COMPANY

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ARTICLES OF ORGANIZATION
OF
BRICKELL WALK MANAGEMENT, L.C.

Article 1

The name of the limited liability company is Brickell Walk Management, L.C.

Article 2

The period of duration of the limited liability company shall be until December 31, 2050.

Article 3

The limited liability company is organized for any lawful purpose, except that special statutes for the regulation and control of specific types of business shall control where in conflict herewith.

Article 4

The mailing address and the street address of the principal office of the limited liability company is:

2665 South Bayshore Drive
Suite 302
Coconut Grove, Florida 33133.

Article 5

The name and street address of the initial registered agent of the limited liability company are:

Jean-Marc Meunier
c/o Constructa, Inc.
2665 South Bayshore Drive
Suite 302
Coconut Grove, Florida 33133.

The instrument prepared by:

John C. Sumberg, Esquire
Florida Bar No. 184681
RUBIN BAUM LEVIN CONSTANT FRIEDMAN & BILZIN
2500 First Union Financial Center (33131-2336)
P.O. Box 019109
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Article 6

The limited liability company shall be managed by a board of managers (the "Managing Boards"), which shall consist initially of three managers. Such managers shall be designated from time to time by the members as set forth in the regulations of the limited liability company. The number of managers constituting the Managing Board may be increased or decreased as provided for in the regulations, but shall never consist of fewer than two, or more than seven, managers. The Managing Board may include persons other than representatives of the members of the limited liability company, as long as such persons do not constitute a majority of the managers of the Managing Board.

The names and addresses of the persons who are to serve as managers of the Managing Board until their successors are elected and qualify are as follows:

- (a) Jean Marc Meunier
2665 South Bayshore Drive
Suite 302
Miami, Florida 33133
- (b) Emerson Fittipaldi
c/o Donald Wasil, Esq.
Shutts & Bowen
201 S. Biscayne Boulevard, Suite 1500
Miami, Florida 33131
- (c) Howard Berke, Esq.
Loeb, Block & Partners
505 Park Avenue
Suite 900
New York, New York 10022

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Article 7

The power to adopt the initial regulations of the limited liability company shall be vested exclusively in the members. However, the power to alter, amend, restate or repeal the regulations, or adopt new regulations, of the limited liability company shall be vested (a) in the Managing Board, and may be exercised in the manner set forth in regulations, and (b) the members.

Article 8

Persons may be admitted as members of the limited liability company as permitted by, and upon such terms and conditions as are set forth in, the regulations.

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Article 9

An assignee of an interest of a member of the limited liability company may become a member only in the manner provided, and only upon such terms and conditions as are forth, in the regulations.

Article 10

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the limited liability company, the limited liability company shall be dissolved, unless by the unanimous written agreement of the members remaining at such time they elect to continue the business of the limited liability company.

Article 11

The power to amend these Articles shall be vested in the Managing Board. These Articles may also be amended pursuant to the unanimous written agreement of the members.

The undersigned, being a member of the limited liability company, has executed these Articles of Organization and, being familiar with the duties of a registered agent of a limited liability company imposed by law, accepts its appointment herein as registered agent, on this 8 day of July, 1997.

CONSTRUCTA, INC., a Delaware corporation

By: [Signature]
Print Name: John H. Stewart
Title: Registered Agent

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The undersigned, an officer of the undersigned member of the limited liability company being created pursuant to the Articles of Organization to which this Affidavit is attached, hereby deposes and swears as follows:

1. The limited liability company has at least two members.
2. The aggregate amount of cash and other property contributed and anticipated to be contributed to the limited liability company by its members is \$1,500.

Upon penalties of perjury, I declare that I have read the foregoing and the facts alleged are true, to the best of my knowledge and belief.

Jean Marc Heunier
EVP of CONSTRUCTA, INC.,
a Delaware corporation

The foregoing instrument was sworn to and subscribed before me this 9 day of July, 1997 by Jean Marc Heunier as E. V. P. of CONSTRUCTA, INC., a Delaware corporation, on behalf of such corporation; such individual is personally known to me or who has produced N/A as identification.

My Commission Expires:
[NOTARIAL SEAL]

Nereyda C. Delgado
Print Name: Nereyda C. Delgado
NOTARY PUBLIC, State of Florida
Serial No., if any: _____

