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Division of Corporations

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LIMITED LIABILITY COMPANY

U.S. EQUITY MANAGEMENT LLC

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U.S. EQUITY MANAGEMENT LLC

ARTICLES OF ORGANIZATION

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is U.S. EQUITY MANAGEMENT.

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

701 Brickell Avenue, Suite 3000 Miami, Florida 33131

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation the Company's initial registered agent at that address to accept service of process within this state.

THIS INSTRUMENT WAS PREPARED BY: STUART K. HOFFMAN, ESQ. FLORIDA BAR NO. 0186851 Holland & Knight LLP 701 Brickell Avenue — Suite 3000 Miami, Florida 33131 Tel. 305-374-8500 Fax 305-789-7799

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ARTICLE IV

MANAGEMENT

The Company shall be conducted, carried on, and managed by no less than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Manager(s) shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager is as follows:

Jose Portnoy

c/o 701 Brickell Avenue Suite 3000 Miami, Florida 33131

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Such Manger shall serve in such capacity until the first annual meeting the Members or until his successor is duly elected and qualified.

IN WITNESS WHEREOF, the undersigned has bereunto set his hand and seal this 22nd day of November, 1999.

Stuart K. Hoffman

Duly Authorized Representative of a

Member

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ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for U.S. EQUITY MANAGEMENT LLC, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledge that I am familiar with, and accept, the obligations of such position on this 22nd day of November, 1999.

INTRASTATE REGISTERED AGENT CORPORATION

Name: Steven H. Hagen

Title: Vice President

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