

L99000003527

Document Number Only

CT Corporation System
660 East Jefferson Street
Tallahassee, FL 32301
Tel 850 222 1092
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Attn: Jeff Netherton

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CORPORATION(S) NAME

Park Properties Miami, LLC

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| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> Nonprofit | | |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark |
| | <input type="checkbox"/> Reinstatement | |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input checked="" type="checkbox"/> LLC | <input type="checkbox"/> Name Registration | <input type="checkbox"/> Change of RA |
| | <input type="checkbox"/> Fictitious Name | <input type="checkbox"/> UCC |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Photocopies | <input type="checkbox"/> CUS |
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| <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem | <input type="checkbox"/> After 4:30 |
| <input checked="" type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out | | |

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99 JUN 16 PM 2:45

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W. P. Verifier	DCC

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ARTICLES OF ORGANIZATION
OF
PARK PROPERTIES MIAMI, LLC
a Florida limited company

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of this limited liability company is PARK PROPERTIES MIAMI, LLC (the "Company").
2. The Company is being formed for the following purposes:
 - a. To engage in any and all lawful business or activity permitted under the laws of the United States and the State of Florida.
 - b. To generally have and exercise all powers, rights and privileges necessary and incident to carrying out properly the objects herein mentioned.
 - c. To do anything and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any or all of the objects hereinbefore enumerated or incidental to the purposes and powers of the corporation or which at any time appear conducive thereto or expedient.

This Company shall have all of the corporate powers enumerated in the Florida Limited Liability Company Act, as amended from time to time.

3. The principal place of business and the mailing address of the Company is:

16400 Collins Avenue
Miami Beach, FL 33160
4. The name and address of the registered agent of the Company is:

Gerald Pankow, CFO for Oceania
16400 Collins Avenue
Miami Beach, Florida 33160
5. The Company shall only admit additional members with the unanimous written consent of the Company's Members.
6. The Company shall have perpetual existence unless sooner dissolved in accordance with the Florida Limited Liability Company Act, as amended from time to time. Accordingly, the

members may continue the Company and the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member.

7. The Company is to be managed by one or more managers. The name and address of the initial manager are as follows:

Gertie Kleikamp
16400 Collins Avenue
Miami Beach, FL 33160

8. The Company, with the unanimous written consent of the members, shall have the right to amend or repeal any provisions contained in these Articles of Organization or any amendments hereto. Further, the power to adopt, alter, amend or repeal the Company's limited liability company regulations shall be vested in the Company's members.
9. The Company shall indemnify any and all of its members, officers, employees or agents or former officers, employees or agents or any person or persons who may have served at its request as an officer, employee or agent of another company, corporation, partnership, joint venture, trust or other enterprise in which it owns an equity interest or of which it is a creditor, to the full extent permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceedings, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or her legal representative may be made a party or may be threatened to be made a party, by reason of her being or having been an officer, employee or agent as herein provided. The foregoing right of indemnification shall not be exclusive of any other rights to which any officer, employee or agent may be entitled as a matter of law or which she may be lawfully granted.

IN WITNESS WHEREOF, the undersigned member of PARK PROPERTIES MIAMI, LLC, has executed these Articles of Organization this 15th day of June, 1999.

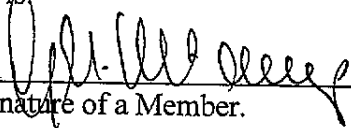
MEMBER:


GERTIE KLEIKAMP

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member of PARK PROPERTIES MIAMI, LLC certifies:

1. the above named limited liability company has at least one member;
2. the total amount of cash contributed by the Member(s) is: \$500
3. if any, the agreed value of property other than cash contributed by Member(s) is: \$0
4. the total amount of cash and property contributed and anticipated to be contributed by Member(s) is: \$500



Signature of a Member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

GERTIE KLEIKAMP

Typed or printed name of signee

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STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for PARK PROPERTIES MIAMI, LLC, at the place designated in these Articles of Organization, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto. The undersigned is familiar with the obligations of a Registered Agent under the Florida Limited Liability Company Act.

By: 
Gerald Pankow

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA