



UCC FILING & SEARCH SERVICES, INC.
 526 East Park Avenue
 Tallahassee, Florida 32301
 (850) 681-6528

HOLD
 FOR PICKUP BY
 UCC SERVICES
 OFFICE USE ONLY

L010000 1196

October 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

PHG - Pines, LLC

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

RECEIVED
 01 OCT 17 AM 10:20
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 TALLAHASSEE, FLORIDA
 APPLICATION AND FILING

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input checked="" type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

600004639426--2
 -10/17/01--01012--022
 ***155.00 ***155.00

JB
 10-17-01

ARTICLES OF ORGANIZATION

OF

PHG - PINES, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I
NAME

The name of the Limited Liability Company is PHG - Pines, LLC (the "Company").

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Company is 9400 South Dadeland Boulevard, Suite 100, Miami, Florida 33156.

ARTICLE III
DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV
REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent of the Company in the State of Florida are:

<u>Name</u>	<u>Address</u>
Brian J. McDonough	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

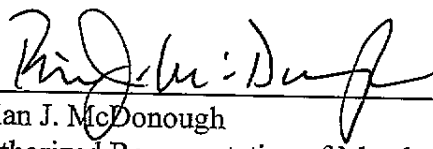
01 OCT 17 21:10:55
CLERK OF DISTRICT COURT
MIAMI, FLORIDA

ARTICLE
PHG
PINES, LLC

ARTICLE VII
MANAGEMENT

The Company is to be managed by its members.

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization for the foregoing uses and purposes this ~~16th~~ day of October, 2001.



Brian J. McDonough
Authorized Representative of Members

ATTORNEY
ALBANY
FBI
01 OCT 17 AM 10:50
RECORDED BY STATE
FBI ALBANY
FBI RECORDS

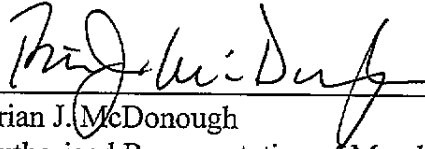
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Company is PHG - Pines, LLC.
2. The name and street address of the registered agent and office are:

Brian J. McDonough
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

Dated: October 16, 2001

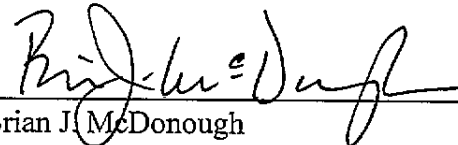


Brian J. McDonough
Authorized Representative of Members

REGISTERED AGENT'S ACCEPTANCE

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: October 16, 2001



Brian J. McDonough

E:\W-CO\35360\041\LLCS\PINES.AOO.wpd

APPROVED
AND
FILED
01 OCT 17 AM 10:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA