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From:
Account Name : BROAD AND CASSEL - MIAMI
Account Number : I19990000191
Phone : (305)373-9448
Fax Number : (305)995-6410

Anna Salgado

LIMITED LIABILITY COMPANY

WH 142, LLC

Certificate of Status	0
Certified Copy	1
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 2, 2000

BROAD AND CASSELL - MIAMI

SUBJECT: WH 142, LLC
REF: W00000003019

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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**ARTICLES OF ORGANIZATION
OF
WH 142, LLC**

ARTICLE I - Name:

The name of the Limited Liability Company is WH 142, LLC (the "Company").

ARTICLE II - Address:

The mailing address and street address of the principal office of the Company is 19401 West Dixie Highway, Miami, Florida 33180.

ARTICLE III - Duration:

The period of duration for the Company shall be perpetual.

ARTICLE IV - Management:

The Company is be managed by the members and the name and address of the initial managing member is Mario Grosfeld, 19401 West Dixie Highway, Miami, Florida 33180.

ARTICLE V - Admission of Additional Members:

Members shall have the right to admit additional members as provided by the Florida Limited Liability Act by a 2/3 vote of the membership interests.

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**THIS DOCUMENT PREPARED BY:
MURRAY D. SHEAR, P.A.
BROAD AND CASSEL
FL Bar No. 0073053
Miami Center, Suite 3000
201 South Biscayne Boulevard
Miami, Florida 33131
(305) 373-9400**

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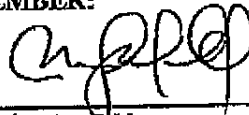
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MURRAY D. SHEAR, P.A.
BROAD AND CASSEL

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ARTICLE VI - Members' Rights to Continue Business:

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members.

MEMBER:



Mario Grosfeld

00 FEB -3 AM 9:00
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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: WII 142, LLC.
2. The address of the registered agent and office is: Mario Grosfeld, 19401 West Dixie Highway, Miami, Florida 33180.

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by the 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 the obligations of my position as a registered agent.



Mario Grosfeld, Individually

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