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FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 11, 2000

RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.

SUBJECT: KEY BISCAYNE INVESTMENT PARTNERSHIP, LLC  
REF: W00000003764

FILED  
00 FEB 11 AM 11:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax 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.

If you have any questions concerning the filing of your document, please call (850) 487-6094.

Agnes Lunt  
Document Specialist

FAX Aud. #: H00000006604  
Letter Number: 100A00007243

FA#: H00-6604

**ARTICLES OF ORGANIZATION  
OF  
KEY BISCAYNE INVESTMENT PARTNERSHIP, LLC.  
a Florida Limited Liability Company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. NAME. The name of the Limited Liability Company is KEY BISCAYNE INVESTMENT PARTNERSHIP, LLC. (the "Company").

2. PERIOD OF DURATION. The period of duration of the Company shall be perpetual.

3. PURPOSE. The purpose for which the Company is organized is to engage in any and all businesses and activities permitted by the laws of the State of Florida. The Company shall have all of the powers vested in a limited liability company organized and existing by virtue of such laws.

4. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The street address of the principal office of the Company is: 155 Ocean Lane Drive, Apt. 713 West, Key Biscayne, Florida 33149.

5. REGISTERED AGENT. The name and address of the initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Organization, is: Marco Gomez, 155 Ocean Lane Drive, Apt. 713 West, Key Biscayne, Florida 33149.

6. ADDITIONAL MEMBERS. Members may admit additional members upon the majority vote of the then existing members.

7. CONTINUITY; NO RIGHT TO DISTRIBUTION ON WITHDRAWAL. The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued membership of a Member in this limited liability company. No Member shall be entitled to receive a return of capital or other distribution upon withdrawal from this limited liability company or otherwise, except as otherwise provided in the Regulations of this limited liability company.

Prepared by:  
Dan P. Heller, Esq. FL Bar #0472220  
Ruden, McClosky, et al.  
701 Brickell Avenue, Suite 1900  
Miami, Florida 33131  
Phone: (305) 789-2700

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8. MANAGEMENT. The business of the limited liability company shall be managed by one or more Managers. The name and address of the initial Managers, who will serve until the first annual meeting of members or until its successor is elected and qualified, is as follows:

<u>Name</u>	<u>Address</u>
Marco Gomez	155 Ocean Lane Drive Apt. 713 West Key Biscayne, Florida 33149
Benjamin Gomez	35 Ellison Road Newton, Massachusetts 02459
Lee Smith	155 Ocean Drive Apt. 507 West Key Biscayne, Florida 33149

The undersigned has executed these Articles of Organization on the 22 day of February, 2000.

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00 FEB 11 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

By: [Signature]  
Marco Gomez

By: [Signature]  
Benjamin Gomez

By: [Signature]  
Lee Smith

Prepared by:  
Dan P. Heller, Esq. FL Bar #0472220  
Ruden, McClosky, et al.  
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**CERTIFICATION OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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: KEY BISCAVNE INVESTMENT PARTNERSHIP, LLC.
2. The name and address of the registered agent and office is:

Marco Gomez  
155 Ocean Lane Drive  
Apt. 713 West  
Key Biscayne, Florida 33149

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, I hereby accept the appointment as registered agent and agree to act in its 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 and accept the obligations of my position as registered agent.

  
Marco Gomez  
Registered Agent

February 4, 2000  
(Date)

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