

MAR 07-00 12 PM: GREENBERG TR AURIG

Division of Corporations

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LIMITED LIABILITY COMPANY

101 EL VEDADO, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
101 EL VEDADO, L.L.C.**

The undersigned members adopt the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I
NAME OF COMPANY**

The name of the limited liability company is 101 EL VEDADO, L.L.C. (the "Company").

**ARTICLE II
PERIOD OF DURATION**

The Company shall exist perpetually, unless sooner dissolved in accordance with the Company's Regulations or Florida law.

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**ARTICLE III
REGISTERED OFFICE AND AGENT**

The address of the Company's principal office and the mailing address of the Company is as follows: 754 South County Road, Palm Beach, Florida 33480. The name and address of the Company's initial registered agent in the State of Florida is as follows: Leonard J. Adler, c/o Greenberg Traurig, P.A., 2255 Glades Road, Suite 419A, Boca Raton, Florida 33431.

**ARTICLE IV
REQUIREMENTS FOR ADMISSION OF ADDITIONAL
MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of holders of a majority in interest of the remaining members entitled to vote.

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ARTICLE V
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS

The Company shall be dissolved upon the first to occur of the following:

- (a) The expiration of the term of the Company;
- (b) The unanimous written consent of all the Company's members;
- (c) Upon the death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, the existence and business of the Company shall be continued by the remaining members without the necessity for the consent or vote of the members.

ARTICLE VI
MANAGEMENT

The Company will be managed by managers (the "Managers") and is, therefore, a manager-managed company. The Managers shall be elected annually by the members in the manner prescribed by and provided for in the Regulations of the Company. The Managers shall also hold the offices and have responsibilities accorded to them by the members and as set forth in the Regulations of the Company. The names and addresses of the Managers who shall serve until the first annual meeting or until their successors are otherwise selected are as follows:

James G. Held
754 South County Road
Palm Beach, Florida 33480

Kenn Karakul
754 South County Road
Palm Beach, Florida 33480

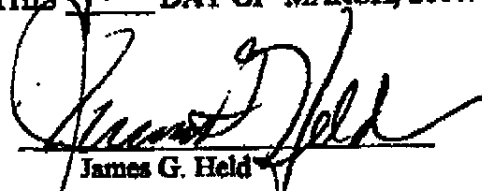
ARTICLE VII
PURPOSE

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

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IN WITNESS WHEREOF, THE FOLLOWING MEMBERS HAVE EXECUTED
THESE ARTICLES OF ORGANIZATION ON THIS 1st DAY OF MARCH, 2000.



James G. Held



Kenn Karakul

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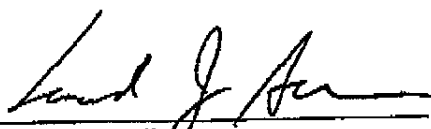
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY 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: 101 EL VEDADO, L.L.C.
2. The name and address of the registered agent and office is:

Leonard J. Adler
c/o Greenberg Traurig, P.A.
2255 Glades Road
Suite 419A
Boca Raton, Florida 33431

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 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 and accept the obligations of my position as registered agent.


Leonard J. Adler

March 7, 2000
(Date)

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