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LIMITED LIABILITY COMPANY
NINE EAST FLAGLER, L.L.C.

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ARTICLES OF ORGANIZATION
FOR
NINE EAST FLAGLER, L.L.C.

ARTICLE I - NAME

The name of this limited liability company shall be NINE EAST FLAGLER,
L.L.C..

ARTICLE II - DURATION

The limited liability company shall have perpetual existence.

ARTICLE III - PURPOSE AND POWERS

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida Limited Liability Company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida Law, or laws of the United States of America.

ARTICLE IV - PRINCIPAL OFFICE

The mailing address and the street address of this limited liability company shall be:

1 N.E. First Street # 14
Miami, Florida 33132

THIS INSTRUMENT PREPARED BY:

Lester G. Kates, Esq.
2655 LeJeune Road
807 Gables International Plaza
Coral Gables, Florida 33134
Tel. No.: (305)-445-4506

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DIVISION OF CORPORATIONS
00 APR 23 PM 12:00

ARTICLE V – REGISTERED AGENT AND OFFICE

The initial registered agent for this limited liability company and the street address of the initial agent are:

Lester G. Kates, Esq.
807 Gables International Plaza
2655 LeJeune Road
Coral Gables, Florida 33134

ARTICLE VI – ADDITIONAL MEMBERS

This limited liability company may admit additional members subject to approval by unanimous vote of the existing members.

ARTICLE VII – INITIAL MANAGERS

This limited liability company shall be managed by one or more managing members. This limited liability company shall initially have three managing members. The number of managing members of this company may be changed in accordance with the regulations of the company. The names and addresses of the initial managing members are as follows:

ORLANDO HORTA, JR.
1 N.E. First Street #14
Miami, Florida 33132

ELIZABETH HORTA - GOMEZ
1 N.E. First Street #14
Miami, Florida 33132

JEFF SHERMAN
168 S.E. First Street, #802
Miami, Florida 33131

The initial managing members shall serve indefinitely, or until his or her successor is elected and qualified, or until his or her death or resignation.

ARTICLE VII – REGULATIONS

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the majority vote of the members.

ARTICLE IX – MEMBERS' RIGHT TO CONTINUE BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least two (2) members remain.

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

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The name of the limited liability company is NINE EAST FLAGLER, L.L.C.

The name and address of the registered agent and office is:

LESTER G. KATES, ESQ.
807 Gables International Plaza
2655 LeJeune Road
Coral Gables, Florida 33134

Having been named as registered agent and to accept service of process for the above-named 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 related to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


DATED this 30 day of MARCH, 2000.


LESTER G. KATES, ESQ.

ARTICLE X - AMENDMENT

The limited liability company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization in accordance with the Florida Limited Liability Company Act.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization this 3rd day of March, 2000.



ORLANDO HORTA, JR., Member



ELIZABETH HORTA; Member
Gomez



JEFF SHERMAN, Member

1110
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