

L000000007718

June 22, 2000

To Whom It May Concern:

Enclosed with this letter you will find a copy of the Articles of Organization for Malia Mills Miami, LLC. The Articles are signed by Carol Mills, an authorized representative of the Member, and Belinda Arnold, the Florida Registered Agent.

MJH

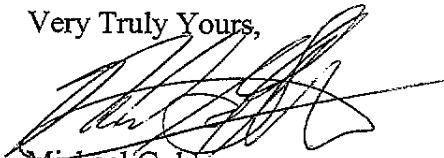
Please mail the confirmation of the filing to the following address:

Michael Goldman
40 Wall Street
59th Floor
New York, NY 10005

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Thank you very much for your assistance.

Very Truly Yours,



Michael Goldman
Legal Counsel

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

Article I – Name:

The name of the Limited Liability Company is:

Malia Mills Miami, LLC

Article II – Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

**1610 Collins Avenue
Unit 3
Miami Beach, FL 33139**

Article III – Registered Agent, Registered Office and Registered Agent's Signature

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

Belinda Arnold

Name

1610 Collins Avenue

Florida Street Address

Miami Beach, FL 33139

City, State, and Zip

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 as provided for in Chapter 608, F.S.


Registered Agent's Signature

Article IV – Management

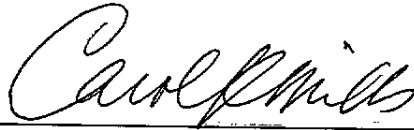
The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

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Article V – Effective Date of Filing

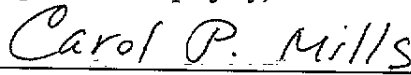
The effective date of the filing of this Articles of Organization is:

June 22, 2000

A handwritten signature in cursive script, appearing to read "Carol P. Mills", written over a horizontal line.

Signature of a member or authorized representative of a member

In accordance with section 608.408(3) F.S., the execution of this document constitutes an affirmation, under the penalties of perjury, that the facts stated herein are true.

A handwritten name in cursive script, appearing to read "Carol P. Mills", written over a horizontal line.

Typed or printed name of signee