

OCT-10-2000(TUE)

13:05

COHEN BERKEN

(FAX) 305-957-0857

P.001/001

Division of Corporations

Page 1 of 1

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000053408 1)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850) 922-4003

From:

Account Name : CARLTON FIELDS OF MIAMI

Account Number : I20000000062

Phone : (305) 530-0050

Fax Number : (305) 530-0055

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT 10 PM 1:25

LIMITED LIABILITY COMPANY

DEEP STREAM DEVELOPMENT, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT 10 PM 1:50

FILED

Electronic Filing Menu

Corporate Filing

Public Access Help

H00000053408 1

**ARTICLES OF ORGANIZATION
OF
DEEP STREAM DEVELOPMENT, L.L.C.**

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization of DEEP STREAM DEVELOPMENT, L.L.C.(the "Company"):

ARTICLE ONE

NAME

The name of the limited liability company is: DEEP STREAM DEVELOPMENT, L.L.C.

ARTICLE TWO

ADDRESS

The mailing address and street address of the principal office of the Company is 2601 South Bayshore Drive, 19th Fl., Miami, FL 33133.

ARTICLE THREE

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company is Cober Corporate Agents, Inc., 2601 South Bayshore Drive, 19th Floor, Miami, Florida 33133.

ARTICLE FOUR

MANAGEMENT

The Company will be a manager-managed company .

H00000053408 1

FILED
00 OCT 10 PM 18
TALLAHASSEE
FLORIDA

H00000053408 1

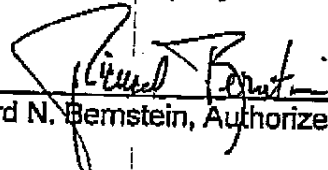
ARTICLE FIVE

INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, these Articles of Organization have been executed by an authorized representative of a Member of the Company as of October 10th, 2000.



Richard N. Bernstein, Authorized Representative

FILED
00 OCT 10 PM 1:50
SEC. STATE
TALLAHASSEE FLORIDA

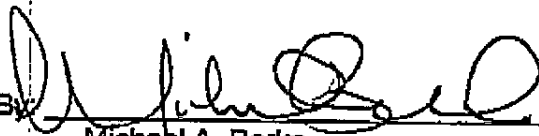
H00000053408 1

H00000053408 1

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for DEEP STREAM DEVELOPMENT, L.L.C. in the foregoing Articles of Organization, I, on behalf of Cober Corporate Agents, Inc., a Florida corporation, hereby agree to accept service of process for said limited liability company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.

COBER CORPORATE AGENTS, INC.,
a Florida corporation

By 
Michael A. Berke

Title: Vice President

H00000053408 1

f:\library\forms\limited-liability-co\articles-of-organization.doc

FILED
00 OCT 10 PM 1:50
SECRETARY OF STATE
TALLAHASSEE FLORIDA