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Florida Department of State

Division of Corporations

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To:

Division of Corporations  
Fax Number : (850)922-4003

From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)541-3694  
Fax Number : (305)541-3770

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AL

LIMITED LIABILITY COMPANY

330 biscayne garage llc

|                       |          |
|-----------------------|----------|
| Certificate of Status | 1        |
| Certified Copy        | 1        |
| Page Count            | 04       |
| Estimated Charge      | \$160.00 |

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**HO 1000012909****ARTICLES OF ORGANIZATION****FOR****330 BISCAYNE GARAGE LLC****ARTICLE I. - NAME:**

The name of this Limited Liability Company ("Company") shall be:

**330 BISCAYNE GARAGE LLC****ARTICLE II. - ADDRESS**

The mailing address and street address of the principal office of the Company is:  
c/o M & E HOLDINGS, LLC, 425 East 61<sup>st</sup> Street, New York, New York 10021.

**ARTICLE III. - DURATION**

The period of duration for the Company shall be perpetual unless dissolved according to law.

**ARTICLE IV. - MANAGEMENT**

The Company is to be managed by: a manager or managers and the name(s) and address of such manager is:

M & E Holdings, LLC, a Delaware limited liability company  
425 East 61<sup>st</sup> Street  
New York, New York 10021

**ARTICLE V. - ADMISSION OF ADDITIONAL MEMBERS**

The right of the members to admit additional members and the terms and conditions of the admissions shall be: new members may be admitted from time to time and upon such terms and conditions as shall be determined by a unanimous vote of the holders of all of the Membership Interests.

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ARTICLE VI. - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right of the members of the Company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continual membership of a member in the Company shall be determined by a unanimous vote of the remaining holders of all of the Membership Interests to continue to conduct the business of the Company under the Company's name.



Signature of a member or an authorized representative of a member.

Pedro A. Martin  
Typed or printed name of signee  
Date 1/31/01

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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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: 330 BISCAYNE GARAGE LLC
2. The name and the Florida street address of the registered agent are:

PEDRO A. MARTIN, ESQ.

NAME

Greenberg Traurig, P.A.  
1221 Brickell Avenue, Suite 2100  
Florida street address (P.O. BOX NOT ACCEPTABLE)

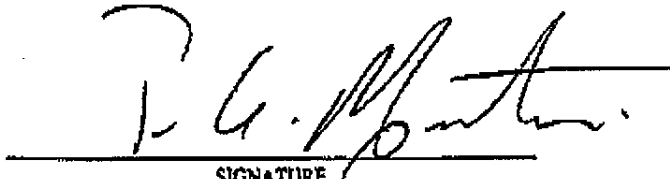
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*Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate. I hereby accept the appointment as registered agent and agree to act in this capacity. 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.*

  
SIGNATURE  
PEDRO A. MARTIN

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