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May 10, 2001

Secretary of State
Florida Division of Corporations
Tallahassee, Florida 32314

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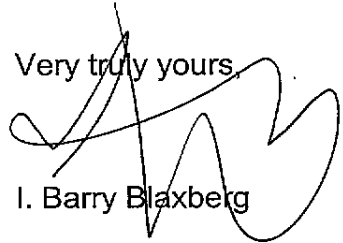
Re: **Incorporation of Miami River Land Partners, Inc.**
Our File No. 1155-5(A)
Incorporation of Miami River Land Partners, LLC
Our File No. 1155-5(B)

Dear Sirs:

Enclosed are two (2) original executed Articles of Incorporation for the above-captioned corporation and LLC as well as two checks for the filing fees. ²⁰⁰¹⁻¹¹⁵⁹²

Please return a certified copy of the Articles of Incorporation to the undersigned as soon as they are filed (fax no. 305-371-6816).

Very truly yours,



I. Barry Blaxberg

Enclosures
1155-5/IBB/hardy/5988

FILED
01 MAY 11 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mta
5/17



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 16, 2001

BLAXBERG GRAYSON KUKOFF & SEGAL
STE 730, INGRAHAM BLDG
25 S.E. 2ND AVE
MIAMI, FL 33131-1506

SUBJECT: MIAMI RIVER LAND PARTNERS, LLC
Ref. Number: W01000011092

We have received your document for MIAMI RIVER LAND PARTNERS, LLC and your check(s) totaling \$203.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6097.

Michael Mays
Document Specialist

Letter Number: 701A00029656

01 MAY 11 PM 12:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF ORGANIZATION
FOR FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I – Name:

The name of the Limited Liability Company is:

MIAMI RIVER LAND PARTNERS, LLC

ARTICLE II – Address:

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

**155 South Miami Avenue, PH-IIA
Miami, Florida 33130**

ARTICLE III – Duration:

The period of duration for the Limited Liability Company shall be:

75 years

ARTICLE IV – Management:

(Check the appropriate box and complete the statement)

The Limited Liability Company is to be managed by a manager or managers and the name(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

N/A

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

**MIAMI RIVER LAND, INC., a Florida corporation
155 South Miami Avenue, PH-IIA
Miami, Florida 33130**

ARTICLE V – Admission of Additional Members:

The members may permit the admission of additional members and determine the capital contributions of such additional members.

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TALLAHASSEE, FLORIDA

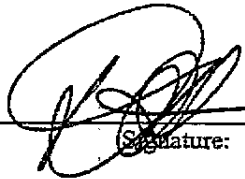
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

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: **MIAMI RIVER LAND PARTNERS, LLC.**
- 2. The name and the Florida street address of the registered agent are:

DAN SIRLIN
155 South Miami Avenue, PH-IIA
Miami, Florida 33130

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: **DAN SIRLIN**

FILED
MAY 17 2001
PM 12:46
TALLAHASSEE
STATE
FLORIDA

Filing Fee: \$35 for Designation of Registered Agent

ARTICLE VI – Members Rights to Continue Business:

The remaining members of the limited liability company shall have the right 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 continued membership of a member in the limited liability company.

FILED
01 MAY 11 PM 12:47
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TALLAHASSEE, FLORIDA