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LIMITED LIABILITY COMPANY

PHG GP Holdings, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
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**ARTICLES OF ORGANIZATION  
OF  
PHG GP HOLDINGS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I  
NAME**

The name of the Limited Liability Company is PHG GP Holdings, LLC (the "Company").

**ARTICLE II  
ADDRESS**

The mailing address and street address of the principal office of the Company is 9400 South Dadeland Boulevard, Suite 100, Miami, Florida 33156.

**ARTICLE III  
DURATION**

The period of duration for the Company shall be perpetual.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT AND ADDRESS**

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

<u>Name</u>	<u>Address</u>
Brian J. McDonough	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

Filed by: J. Gerstenfeld, Corp. Legal Asst.  
Stearns Weaver Miller, et al  
150 West Flagler Street, Suite 2200  
Miami, Florida 33130  
T: 305-789-3545/F: 305-789-3395

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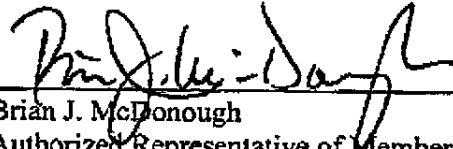
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**ARTICLE VII  
MANAGEMENT**

The Company is to be managed by its members.

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization for the foregoing uses and purposes this 20th day of June, 2001.

  
\_\_\_\_\_  
Brian J. McDonough  
Authorized Representative of Members

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement to designate a registered office and registered agent in the State of Florida.

- 1. The name of the Company is PHG GP Holdings, LLC.
- 2. The name and street address of the registered agent and office are:

Brian J. McDonough  
2200 Museum Tower  
150 West Flagler Street  
Miami, Florida 33130

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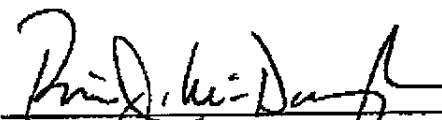
Dated: June 20, 2001

  
\_\_\_\_\_  
Brian J. McDonough  
Authorized Representative of Members

REGISTERED AGENT'S ACCEPTANCE

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: June 20, 2001

  
\_\_\_\_\_  
Brian J. McDonough