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Florida Department of State
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From:

Account Name : STEARNS WEAVER MILLER, ET AL.
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Phone : (305) 789-3200
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LIMITED LIABILITY COMPANY

PHG GP Holdings, LLC

Certificate of Status	0
Certified Copy	1
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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
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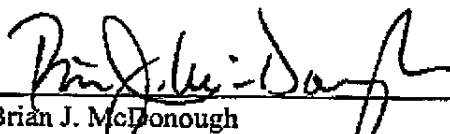
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ARTICLE VII
MANAGEMENT

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

Dated: June 20, 2001



Brian J. McDonough
Authorized Representative of Members

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TALLAHASSEE, FLORIDA

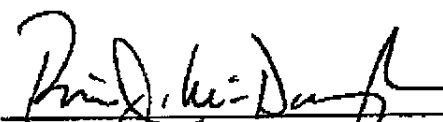
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REGISTERED AGENT'S ACCEPTANCE

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

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