

ACCOUNT	NO.	:	072100000032
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REFERENCE: 654792

AUTHORIZATION :

COST LIMIT : \$ 125.00

ORDER DATE: September 26, 2001

ORDER TIME : 3:10 PM

ORDER NO. : 654792-005

CUSTOMER NO: 4322384

CUSTOMER: Barbara Frayle, Legal Asst Weil Gotshal & Manges Tlp

Suite 2100

701 Brickell Ave Miami, FL 33131

DOMESTIC FILING

NAME:

ACC/GP LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION [CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY _ PLAIN STAMPED COPY . CERTIFICATE OF GOOD STANDING

Sara Lea - VEXT. T114

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

ACC/GP LLC

ARTICLE II - Address:

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

20803 Biscayne Bivd., Suite 200

Aventura, Florida 33180 - Attention: Michael Bedzow, Trustee

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

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

Corporation :	Servica C	ompany			
Nan					
	Ä-				
1201 Ha	ys Street	<u>.</u>			
Florida street address (P.O. Box NOT acceptable)					
Tallahassee	· F1:	32301			
City, State.	and Zin				

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 as provided for in Chapter 608, F.S.

Registered Agent's Signature
BRIAN COURTNEY, ASST. V.P.

Article IV - Management (Check box if applicable.)

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)

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

(In accordance with section 602.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated became true.)

MICHAEL BED 20 W.
Typed or printed name of signes

\$100.00 Filing Fee for Articles of Organization \$ 25.00 Designation of Registered Agent \$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)