

L01000017430

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000105254 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

01 OCT 10

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

AL

LIMITED LIABILITY COMPANY

brickell towngate, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	15
Estimated Charge	\$125.00



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

October 9, 2001

EMPIRE

SUBJECT: BRICKELL TOWNGATE, L.L.C.
REF: W01000023282

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT 10

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

The registered agent must sign accepting the designation.

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) 245-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: E01000105254
Letter Number: 301A00056209

RECEIVED
01 OCT 10 PM 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

#01000105254

ARTICLES OF ORGANIZATION

OF

Brickell Towngate, L.L.C..

A FLORIDA LIMITED LIABILITY COMPANY

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statutes § 608, entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company (the "Articles").

ARTICLE I

NAME

The name of this limited liability company shall be BRICKELL TOWNGATE, L.L.C. (the "Company").

ARTICLE II

DURATION

The period of duration for the Company shall be perpetual.

ARTICLE III

ADDRESS

The mailing and street address of the principal office of the Company, shall be:

3000 S.W. 3rd Avenue Suite 102
Miami, Florida 33129

ARTICLE IV

REGISTERED AGENT

The name and address of the initial registered agent and the initial registered office of the Company shall be:

MANUEL M. ARVESU, P.A.
201 Alhambra Circle
Suite 502
Coral Gables, Florida 33134

1 #01000105254

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 OCT 10

ARTICLE V

PURPOSE

The purpose of the Company shall be to engage in every lawful act and activity for which limited liability companies may be formed through its members, officers, employees and agents, and any and all other lawful business purposes as provided under the applicable laws of the State of Florida.

ARTICLE VI

MEMBERS

The Company shall have four (4) members (the "Members") initially and the number of Members shall never be less than two (2).

ARTICLE VII

MANAGEMENT

Management of the Company is reserved to its Members in accordance with the applicable provisions set forth in the regulations of the Company as amended from time to time (the "Regulations"). The names and addresses of the managing Members of the Company (the "Managing Members") are as follows:

Jorge Dyksztein,
3000 S.W. 3rd Avenue, Suite 102, Miami, Florida 33129.

Jaime Gomez and Delia Gordillo, as Joint Tenants with
Right of Survivorship
3000 S.W. 3rd Avenue, Suite 102, Miami, Florida 33129

FOFEROD, CORP., a Florida corporation
3000 S.W. 3rd Avenue, Suite 102, Miami, Florida 33129

ARTICLE VIII

ADDITIONAL MEMBERS

Additional Members (the "Additional Members") may be admitted to the Company upon the written application of such person or entity and in the manner set forth in the Regulations. Any Additional Members admitted to the Company in accordance with

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT 10

Florida law, these Articles and the Regulations, shall be required to execute a "Members' Restrictive Agreement" in substantially the same form as Exhibit "A" attached hereto. Execution of the "Members' Restrictive Agreement" shall be a condition precedent to the admission of any Additional Member to the Company.

ARTICLE IX

MEMBERS' RIGHT TO CONTINUE BUSINESS

The right of the remaining Members to continue the business of the Company upon 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 Company, shall, provided there shall be at least two (2) Members remaining with ownership interest in the Company (the "Remaining Members"), be determined by the Remaining Members in accordance with Florida law and the applicable provisions set forth in the Regulations.

ARTICLE X

INDEMNIFICATION

Section 1. The terms used in this Article X shall have the meanings ascribed to them in Florida Statutes Section 608.4363 or any amended or successor sections of the Florida Statutes.

Section 2. Except as may otherwise be provided herein, the Company shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than Florida Statutes Section 608.4363(7) or any amended or successor section, indemnify any Managing Member, officer, employee or agent who was or is a party to any proceeding against:

a. in the case of any proceeding other than an action by or in the right of the Company, liability incurred in connection with such proceeding including any appeal thereof; or

b. in the case of any proceeding by or in the right of the Company, expenses and amounts paid in settlement not exceeding, in the judgment of the Members, the estimated expense of litigating the proceeding to conclusion; provided, however, that the Company shall not, under this Section 2 or Section 4, indemnify any Managing Member, officer, employee or agent if a judgment, settlement or other final adjudication establishes that the actions

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OCT 10

or omissions to act of the Manager, officer, employee or agent:

i. are not acts on which a proceeding specified in Sections 2a or 2b is based and in which a manager, officer, employee or agent has been successful on the merits or otherwise in defending, or has been successful in defending any claim, issue or matter therein; or

ii. were material to the cause of action so adjudicated and constitute:

A. a violation of the criminal law, unless the Member, officer, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

B. a transaction from which the Managing Member, officer, employee or agent derived an improper personal benefit, either directly or indirectly;

C. in the case of a Managing Member, a circumstance under which the liability provisions of Florida Statutes Section 608.426, governing a Member's liability for unlawful distribution to members, or Florida Statutes Section 608.428, regarding the return of any part of a member's contribution, is applicable; or

D. willful misconduct or a conscious disregard for the best interests of the Company in a proceeding by or in the right of the Company to procure a judgment in its favor or in a proceeding by or in the right of a Member.

Section 3. Notwithstanding the failure of the Company to provide indemnification due to a failure to satisfy the conditions of Section 2 of this Article X, and despite any contrary determination of the Members, a Manager, officer, employee or agent of the Company who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, such court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including any expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

a. the Managing Member, officer, employee or

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OCT 11 10

agent is entitled to mandatory indemnification pursuant to Florida Statutes Section 608.4363(3) or any amended or successor section, in which case the court shall also order the Company to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or

b. the Managing Member, officer, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Company's exercise of its authority pursuant to Section 3 or Section 4 herein.

It is the express intention and desire of the Company to avoid any obligation to indemnify or advance expenses to any Managing Member, officer, employee or agent if:

a. the Managing Member, officer, employee or agent is not entitled to mandatory indemnification pursuant to Section 3a of this Article X; or

b. the Company has not otherwise agreed to indemnify or advance expenses to such Managing Member, officer, employee or agent pursuant to Section 3b.

The Company does not recognize, and will not permit, any Managing Member's, officer's, employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the Managing Member, officer, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, by virtue of the Company's exercise of its authority pursuant to Section 4 of this Article X.

Section 4. Section 2 shall not be construed to mean that indemnification by the Company is not permitted. Subject nevertheless to the limitations of Section 2, the Company may, in its sole discretion, make any other or further indemnification or advancement of expenses to any Managing Member, officer, employee or agent under any Regulation, agreement, vote of Members, or otherwise, both as to actions of such Managing Member, officer, employee or agent in his or her official capacity and as to actions in another capacity while holding such office.

Section 5. Any indemnification under this Article X shall be made by the Company only as authorized in a specific case upon a determination that indemnification of the Managing Member, officer, employee, or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article X. Such determination shall be made:

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OCT 10 1981

a. By the Members, by a unanimous vote of a quorum consisting of all Members who were not parties to such proceeding; or

b. Regardless of whether or not such a quorum is obtainable, by majority vote of a committee duly designated by the Members (in which Members who are parties may participate) consisting solely of two or more Members not at the time parties to the proceeding; or

c. By independent legal counsel:

i. Selected by the Members prescribed in Section 5a or the committee prescribed in Section 5b; or

ii. If a quorum of the Members cannot be obtained for purposes of Section 5a, and the committee cannot be designated for purposes of Section 5b, independent legal counsel selected by the unanimous vote of all Members (in which event Members who are parties may participate).

Section 6. Expenses incurred by a Managing Member or officer in defending a civil or criminal proceeding may be paid by the Company in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such Managing Member or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Company pursuant to this Article X. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Members may, from time to time, deem appropriate, but which terms will require, at a minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Company pursuant to this Article X.

Section 7. Indemnification and/or advancement of expenses as provided in this Article X shall continue as, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be a Managing Member, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 8. If any part of this Article X shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
OCT 10


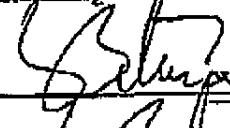
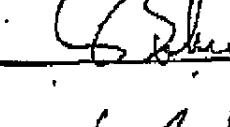

ARTICLE XI

AMENDMENT




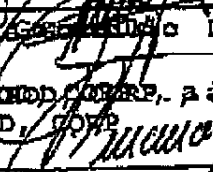
These Articles may be amended only by the unanimous vote of all Members of the Company at a duly called and noticed Members' meeting, called for the specific purpose of amending these Articles.

IN WITNESS WHEREOF, the undersigned, the initial Member of Brickell Towngate, LLC has executed these Articles this 20 day of August, 2001.

Witnesses:

MEMBERS:


JORGE DYKSZTEIN

JAIME GOMEZ

DELIA GORDILLO
FOERSTED CORP., a Florida Corp.
FOERSTED, CORP.
By: 

o:\active\brickelltowngate.116

FILED
* SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT 10

H01000105254

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation organized under the laws of the State Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida.

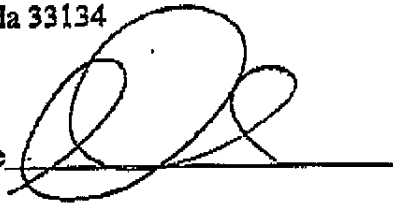
1. The name of the corporation is:

BRICKELL TOWNGATE, L.L.C.

2. The name and address of the Registered Agent and Office is:

Manuel M. Arvesu, Esq.
201 Alhambra Circle, Suite 502
Coral Gables, Florida 33134

Signature



Date 8/20/01

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT 10

Having been named as Registered Agent and to accept service of process for the above stated corporation 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.

Manuel M. Arvesu

Date 8/20/01

H01000105254

HD1000105254

EXHIBIT "A"

MEMBERS' RESTRICTIVE AGREEMENT

45250100010H