

Division of Corporations

Page 1 of 2

L01000008513

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.

(((H01000109825 9)))

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

To:

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

From:

Account Name : GUNSTER, YOAKLEY, ETAL. (MIAMI OFFICE)
Account Number : 076077002561
Phone : (305) 376-6023
Fax Number : (305) 376-6010

AL**LIMITED LIABILITY COMPANY****PORTOFINO, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 OCT 25

FILED
TALLAHASSEE, FLORIDA

01 OCT 25 PM 3:14

FAX AUDIT NO.: H01000109825

**ARTICLES OF ORGANIZATION
OF
PORTOFINO, LLC**

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization:

Article I
Name

The name of the limited liability company is PORTOFINO, LLC (the "Company").

Article II
Effective Date and Duration

This Company shall exist on the date of filing of these Articles with the Secretary of State of the State of Florida. The duration of the Company shall be perpetual.

Article III
Nature of Business and Mailing Address

This Company is organized for the purpose of transacting any or all lawful business. The mailing address and the street address of the Company's initial principal office is 1680 Michigan Avenue, Suite 801, Miami Beach, Florida 33139.

THIS DOCUMENT PREPARED BY:

Lisette Stancioff, Esq.
Gunster, Yoakley & Stewart, P.A.
Suite 3400 - One Biscayne Tower
2 South Biscayne Boulevard
Miami, Florida 33131
Tel: (305) 376-6059

Florida Bar No.: 64070959

FAX AUDIT NO.: H01000109825

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 OCT 25

FAX AUDIT NO.: H01000109825

Article IV
Initial Registered Office and Agent

The street address of the initial registered office of this Company is One Biscayne Tower - Suite 3400, 2 South Biscayne Boulevard, Miami, Florida 33131, and the name of the initial registered agent of this Company at that address is Valdes-Fauli Corporate Services, Inc.

Article V
Certificates

The Company shall have the right to issue membership or unit certificates, as applicable, to evidence each members interest in the Company.

Article VI
Addition of New Members

New owners who take their interest directly from the Company will be admitted as Members. New owners who take their interest by assignment, inheritance, or operation of law will be admitted only with the unanimous consent of all Members or as otherwise provided in the Regulations and Operating Agreement of the Company.

Article VII
Continuation on Death, Retirement, Etc. of Members

The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this Company. The Company shall terminate upon the consent of all Members or as otherwise provided in accordance with the terms of the Regulations and Operating Agreement.

Article VIII
Member Managed

This Company shall be managed by the Members of the Company.


01 OCT 25
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FAX AUDIT NO.: H01000109825

Article IX
Amendment


This Company reserves the right to amend or repeal any provision contained in these Articles of Organization, and any right conferred upon the Members is subject to this reservation.

IN WITNESS WHEREOF, the undersigned authorized representative of a Member has executed these Articles the 25th day of October, 2001.

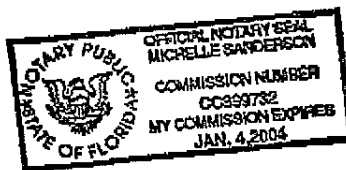

Lisette Stancioff, Esq.
Authorized Representative

STATE OF FLORIDA)
) SS.:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 25th day of October, 2001, by Lisette Stancioff, Esq., who is personally known to me and who did not take an oath.


Notary Public, State of Florida at Large

My Commission Expires:

01 OCT 25
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FAX AUDIT NO.: H01000109825

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Valdes-Fauli Corporate Services, Inc.

By: 

Mark J. Scheer, Vice President

Dated: October 25, 2001.

01 OCT 25

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA