RIVIERA PROFESSIONAL BUILDING SUITE 305 4675 PONCE DE LEON BOULEVARD CORAL GABLES, FLORIDA 33146

TELEPHONE (305) 666-5222 FACSIMILE (305) 667-0206

November 28, 2001

Via Federal Express

Department of State Division of Corporations 409 East Gaines Street Tallahassee, Florida 32399

Re: SOUTHPROP, LLC

Gentlemen:

I am enclosing herewith an original and a copy of Articles of Organization for Florida Limited Liability Company for the above-named Company. In addition, a check in the sum of \$125.00 is enclosed which represents the following fees:

Filing Fee

\$100.00

Designation of R.A.

\$ 25.00

Total

\$125.00

Please file the original of the enclosed Articles of Organization and return a copy to the undersigned in the enclosed envelope.

Your prompt attention to this matter would be appreciated.

Very truly yours,

Tracey S. Brown

TSB/ep **Enclosures** cc: client

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****125.00 ****125.00

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

SOUTHPROP, LLC

ARTICLE II - Address:

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

4675 Ponce de Leon Boulevard, Suite 305 Coral Gables, FL 33146

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

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

Tracey S. Brown, Esc	J.		
Na	ime		
<u>4675 Ponce de Leon</u>	Bouleva	ard, Suite 305	
Florida street address (F			
Coral Gables,	FL	33146	-
City,	State, a	nd Zip	

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

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.

Article V - Effective Date

The effective date of SOUTHPROP, LLC shall be November 28, 2001.

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

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Tracey S. Brown

Typed or printed name of signee

Filing Fees:

\$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) EFFECTIVE DATE