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REFERENCE : 504949 80420A

AUTHORIZATION :

COST LIMIT : \$ 155.00

ORDER DATE : December 21, 2001

ORDER TIME : 11:27 AM

ORDER NO. : 504949-005

CUSTOMER NO: 80420A

CUSTOMER: Donald S. Rosenberg, esq
Peckar & Abramson Rosenberg,
Reisman & Stein LLP
Suite 3050
One Southeast Third Avenue
Miami, FL 33131

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DEPARTMENT OF STATE
DIVISION OF CORPORATE REGS
TALLAHASSEE, FL ORIDA

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DOMESTIC FILING

NAME: STADLER BRICKELL, L.L.C.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

10/22/01
JB

SECRETARY OF STATE
TALLAHASSEE, FL ORIDA

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APPROVED
AND
FILED

**ARTICLES OF ORGANIZATION OF
STADLER BRICKELL, L.L.C.**

The undersigned, being authorized to execute and file these Articles Of Organization to form the Limited Liability Company hereinafter named, hereby certifies that:

ARTICLE I —NAME:

The name of the Limited Liability Company is: STADLER BRICKELL, L.L.C.

ARTICLE II — Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 1260 Mariola Court, Coral Gables, FL 33134.

ARTICLE III — Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV — Management:

The Limited Liability Company is to be managed by a manager and the name and address of the first manager who shall serve until its successor is elected is:

John W. Stadler
1260 Mariola Court
Coral Gables, FL 33134

ARTICLE V —Purpose; Powers:

The Limited Liability Company is organized for the purpose of the conduct of any and all lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, and may do and perform any and all acts and deeds lawful to be done and performed by a limited liability company under said law, all within and without the United States of America. Without limiting the foregoing, the limited liability company is organized for the purpose of owning, operating, managing, leasing, selling,

This instrument prepared by:
Donald S. Rosenberg
Peckar & Abramson Rosenberg, Reisman & Stein
One Southeast Third Avenue
Suite 3050
Miami, Florida 33131
305-358-2600
Florida Bar No.: 068388

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TALLAHASSEE, FLORIDA

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repairing, replacing, constructing, improving and financing, on a secured and unsecured basis, real and personal property of every kind, nature and description.

The Limited Liability Company shall have the same powers as an individual to do all things necessary or convenient to conduct its business and affairs, including, without limitation, all powers now and hereafter authorized under the laws of the United States and the State of Florida.

ARTICLE VI — Admission of Additional Members

Additional members may be admitted to the Limited Liability Company only with the consent in writing of all members and such admission shall be upon such terms and conditions as shall be established in writing by said members.

ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS ON TERMINATION OF MEMBER

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the membership of a member in the Limited Liability Company, the Limited Liability Company shall be dissolved unless the owners and holders of a majority, in dollar amount, of the capital accounts of the Limited Liability Company, excluding the capital account of the terminated member, consent either in writing or by vote at a meeting of the members to continue the business of the Limited Liability Company.

ARTICLE VIII – EXECUTION OF INSTRUMENTS AND DOCUMENTS

Any instrument or document with respect to the acquisition, mortgage or disposition of any property of the Limited Liability Company, including but not limited to deeds, notes, bonds, mortgages, leases, releases and contracts of every nature executed by the then Manager of the Limited Liability Company shall be valid and binding upon the Limited Liability Company and no consent or permission shall be required from any Member.

ARTICLE IX – REGULATIONS

Regulations for the management and regulation of the affairs of the Limited Liability Company may only be adopted, amended and repealed by written instrument executed by all of the members, except as may be provided in the Regulations.

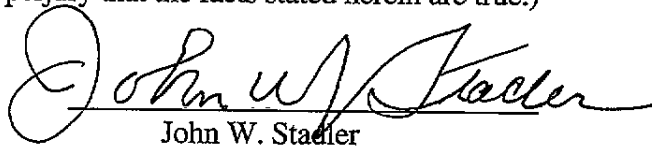
ARTICLE X – COMMENCEMENT OF EXISTENCE

The commencement date of the existence of this Limited Liability Company shall be the date of subscription of these Articles Of Organization if such date is within five (5) business days prior to the date of filing of these Articles Of Organization in the office of the Secretary of State of Florida, otherwise the commencement date shall be the date of such filing.

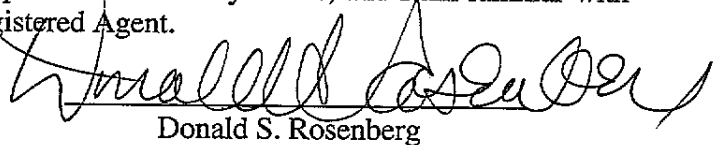
ARTICLE XI – DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, Donald S. Rosenberg is hereby designated as Registered Agent of the Limited Liability Company and the street address of the registered office is designated as Suite #3050, One S.E. Third Avenue, Miami, Florida 33131.

IN WITNESS WHEREOF, these Articles of Organization have been subscribed in duplicate by the undersigned authorized representative of the member this 19th day of December, 2001. (In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)


John W. Stadler

Having been named as Registered Agent and to accept service of process for the above named Limited Liability Company at the place above designated, 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.


Donald S. Rosenberg

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