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ACCOUNT NO. : 072100000032

REFERENCE : 193997 4309914

AUTHORIZATION :

COST LIMIT : \$ 155.00

Patricia Pizots

ORDER DATE : February 1, 2002

ORDER TIME : 10:39 AM

ORDER NO. : 193997-010

CUSTOMER NO: 4309914

CUSTOMER: Olga M. Bradham, Legal Asst
Fowler White Burnett Hurley
Banick & Strickroot
International Place, 17th Fl.
100 Southeast 2nd Street
Miami, FL 33131-1101

RECEIVED
02 FEB - 1 AM 11:24
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: MIAMI APARTMENT BUILDING
INVESTORS, L.L.C.

500004853305--8

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

CONTACT PERSON: Janna Wilson - EXT. 1155

EXAMINER'S INITIALS:

WP
2-1-02

APPROVED
AND
FILED
02 FEB - 1 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
MIAMI APARTMENT BUILDING INVESTORS, L.L.C.

ARTICLE I

The name of the limited liability company formed hereby is MIAMI APARTMENT BUILDING INVESTORS, L.L.C. (the "Limited Liability Company").

ARTICLE II

The duration of the Limited Liability Company shall be perpetual.

ARTICLE III

The principal office and mailing address of the Limited Liability Company shall be as follows:

6466 S.W. 84th Street
Miami, Florida 33143

ARTICLE IV

The Registered Agent of the Limited Liability Company and his street address in the State of Florida are as follows:

Richard A. Wood, Esq.
100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131

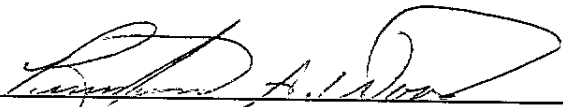
APPROVED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Audit No.

Audit No.

ARTICLE V

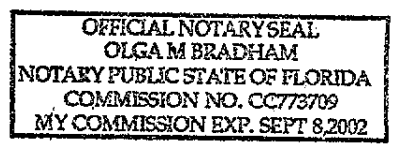
The Limited Liability Company shall be managed by its Members.

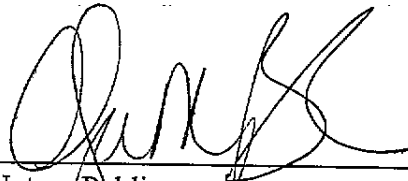

Richard A. Wood,
as Authorized Representative of the Members

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

Before me personally appeared Richard A. Wood, as Authorized Representative of the Members, who is personally known to me, or who produced _____ as identification, to be the person who executed the foregoing Articles of Organization.

In witness whereof I have hereunto set my hand and official seal this 31st day of January, 2002.




Notary Public
Print Name: Olga M. Bradham
My Commission expires: _____

02 FEB - PM 12:38
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ATTORNEY
AND
FILED

Audit No.

Audit No.

**CERTIFICATE OF DESIGNATION
OF RESIDENT AGENT AND
ACCEPTANCE OF DESIGNATION**


Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company organized under the laws of the state of Florida, submits the following statement in designating its Registered Office and Registered Agent in the State of Florida:

1. The name of the limited liability company is MIAMI APARTMENT BUILDING INVESTORS, L.L.C.

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

Richard A. Wood, Esq.
100 S.E. 2nd Street, 17th Floor
Miami, Florida 33131

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in the 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 am familiar with and accept the obligations of my position as Registered Agent.

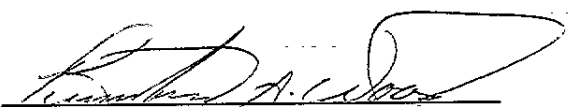

Richard A. Wood, Registered Agent

Date: January 31, 2002

02 FEB -1 PM 12:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

MIAMI APARTMENT BUILDING INVESTORS, L.L.C.



Richard A. Wood,
as Authorized Representative
of the Members

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