

**JONES  
WALKER**

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Via Federal Express

Elizabeth Morfa  
Certified Legal Assistant  
Direct Dial 305-679-5770  
Direct Fax 305-679-5771  
emorfa@joneswalker.com

February 14, 2002

Department of State  
Division of Corporation  
409 E. Gaines Street  
Tallahassee, FL 32399

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-02/15/02--01062--004  
\*\*\*\*155.00 \*\*\*\*155.00

NJW 1400004931344--4  
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\*\*\*\*160.00 \*\*\*\*160.00

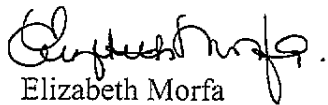
Re: Portofino Penthouse II, L.L.C.  
Portofino Partner, L.L.C.

Gentlemen:

Enclosed please find Articles of Organization for Portofino Partner, L.L.C., and Articles of Organization for Portofino Partner, L.L.C. along with two (2) checks made payable to the Florida Department of State, each in the amount of \$160.00 for filing. We are enclosing a federal express envelope for your use in returning the certified copies and certificates of status.

If you have any questions or I may be of further assistance, please contact me at (305) 679-5770. Thank you for your courtesy.

Sincerely,



Elizabeth Morfa  
Certified Legal Assistant

Enclosures

c: Ms. Abigail Montjoy

FILED  
02 FEB 15 PM 12:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JONES, WALKER, WAECHTER, POITEVENT, CARRÈRE & DENÈGRE L.L.P.

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BATON ROUGE HOUSTON LAFAYETTE MIAMI NEW ORLEANS WASHINGTON, D.C.

M0001178.1

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I - Name:**

The name of the Limited Liability Company is:

Portofino Penthouse II, L.L.C

**ARTICLE II - Address:**

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

300 South Pointe Drive  
No. PH2  
Miami Beach, FL 33139

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

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

Douglas D. Stratton  
407 Lincoln Road  
Suite 2-A  
Miami Beach, Fl. 33139  
Telephone: (305)672-7772 Facsimile: (305)672-1038

*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 for 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.*

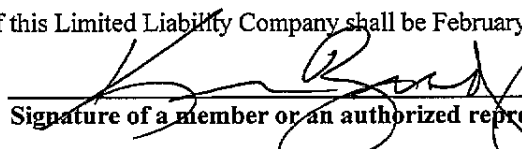
  
Registered Agent's Signature

**Article IV - Management**

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

**Articles V - Effective Date**

The effective date of this Limited Liability Company shall be February 12, 2002.

  
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.)

**Kevin Brady**  
Typed or printed name of signee

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA