

LO2000004775

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.

((H02000045560 8))

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 : JAM MARK LIMITED  
Account Number : I20000000112  
Phone : (305) 789-7758  
Fax Number : (305) 789-7799

LIMITED LIABILITY COMPANY

ACP South Florida II LLC

Certificate of Status	1
Certified Copy	1
Page Count	08
Estimated Charge	\$160.00

Electronic Filing Menu

Corporate Filing

Public Access Help

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 FEB 27

AL

RECEIVED

02 FEB 27 PM 1:58

DIVISION OF CORPORATION

H02000045560 8

**ACP SOUTH FLORIDA II LLC**  
**ARTICLES OF ORGANIZATION**

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I. NAME**

The name of the limited liability company is **ACP SOUTH FLORIDA II LLC** (the "Company").

**ARTICLE II. ADDRESS**

The principal office and mailing address of the Company is:

701 Brickell Avenue, Suite 3000  
Miami, Florida 33131

**ARTICLE III. DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated in accordance with the Company's Operating Agreement.

**ARTICLE IV. PURPOSE**

The Limited Liability Company is organized to solely (i) serve as the Operating Member of ACP OFFICE II LLC; (ii) pledge the Limited Liability Company's right, title and interest in and to its membership interest in ACP Office II LLC (and all distributions, proceeds and other rights incident thereto) ("Pledge"); and (iii) take all other actions necessary to consummate and perform its obligations under the Pledge, including extensions, modifications, amendments or restatements thereto.

**ARTICLE V. REGISTERED AGENT AND OFFICE**

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation the Company's initial registered agent at that address to accept service of process within this state.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 FEB 27

H02000045560 8

**ARTICLE VI. ADDITIONAL MEMBERS**

Additional Members may be admitted upon the approval of a majority of the Members of the Company in the manner set forth in the Operating Agreement of the Company.

**ARTICLE VII. MANAGEMENT**

The Company shall be conducted, carried on, and managed by no less than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Operating Agreement of the Company. Such Managers shall also have the rights and responsibilities described in the Operating Agreement of the Company. The name and address of the initial Manager is as follows:

ACP SOUTH FLORIDA II CORP. c/o 701 Brickell Avenue  
Suite 3000  
Miami, Florida 33131

Such Manger shall serve in such capacity until the first annual meeting of the Members or until its successors are duly elected and qualified.

**ARTICLE VIII. OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company.

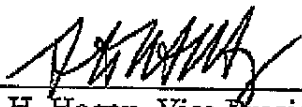
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 27th day of February, 2002.

  
Stuart K. Hoffman  
Duly Authorized Representative of a  
Member

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that it is familiar with, and accepts, the obligations of such position.

INTRASTATE REGISTERED AGENT  
CORPORATION

By:   
Steven H. Hagen, Vice President

Dated: February 27, 2002

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 FEB 27

MIA1 #1114197 v1

H02000045560 8

**ACP SOUTH FLORIDA LLC  
701 BRICKELL AVENUE  
SUITE 3000  
MIAMI, FLORIDA 33131**

February 19, 2002

Florida Secretary of State

Re: ACP South Florida II LLC

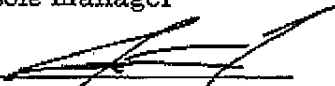
Dear Sir or Madam:

I am the Vice President of ACP South Florida Corp., the sole manager of ACP South Florida LLC and as such hereby consent to ACP South Florida II LLC using such name as its official name of record with the Florida Secretary of State.

Very truly yours,

ACP South Florida LLC,  
a Florida limited liability company

By: ACP South Florida Corp.,  
a Florida corporation,  
its sole manager

By:   
Name: Rodolfo Prio Touzet  
Title: Vice President

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 FEB 27

MIA1 #1114202 v1

H02000045560 8

\*\* TOTAL PAGE.05 \*\*