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From:

Account Name : MORGAN LEWIS & BOCKIUS LLP
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LIMITED LIABILITY COMPANY

BiscayneAmericas Strategic Investments LLC

Certificate of Status	0
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FLORIDA DEPARTMENT OF STATE
Katherine Harris
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May 15, 2002

MORGAN LEWIS & BOCKIUS LLP

SUBJECT: BISCAYNEAMERICAS STRATEGIC INVESTMENTS LLC
REF: W02000014050

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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MORGAN LEWIS LLP

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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**ARTICLES OF ORGANIZATION
OF**

BISCAYNEAMERICAS STRATEGIC INVESTMENTS LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes and files the following Articles of Organization.

**ARTICLE I
NAME**

The name of the limited liability company is **BiscayneAmericas Strategic Investments LLC** (the "Company").

**ARTICLE II
MAILING AND STREET ADDRESSES**

The mailing address and the street address of the principal office of the Company is 1111 Brickell Avenue, Suite 2750, Miami, FL 33131.

**ARTICLE III
PURPOSES AND POWERS**

The purpose for which the Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers which a limited liability company may have under the laws of the State of Florida.

**ARTICLE IV
NAME AND ADDRESS OF
INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of the Company in the State of Florida are:

Ethan W. Johnson
5300 First Union Financial Center
200 South Biscayne Boulevard
Miami, FL 33131-2339

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A statement of the initial registered agent accepting his appointment is attached to these Articles of Organization.

ARTICLE V
MANAGEMENT

The Company shall be a manager-managed company.

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 14th day of May, 2002.

By:


Antonio S. Fernandez
Manager

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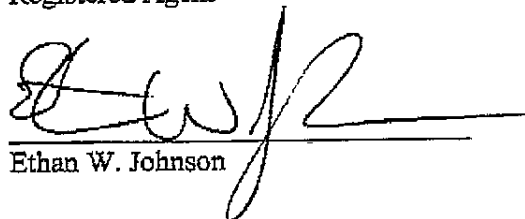
STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of BiscayneAmericas Strategic Investments LLC and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.

Dated: May 15, 2002.

Registered Agent


Ethan W. Johnson

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