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REFERENCE : 595906 4300A

AUTHORIZATION : *Patricia Pizzuto*

COST LIMIT : \$ 160.00

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02 MAY 24 PM 1:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 24, 2002

ORDER TIME : 10:27 AM

ORDER NO. : 595906-005

CUSTOMER NO: 4300A

CUSTOMER: Paul M. Cummings, Esq
Weiner Cummings & Vittoria

4th Floor
1428 Brickell Avenue
Miami, FL 33131

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: PALERMO PROPERTY, L.L.C.

EFFECTIVE DATE:

000005610176--3

- 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: Susie Knight - EXT. 1156

EXAMINER'S INITIALS: _____

LAW OFFICES
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A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
4TH FLOOR
1428 BRICKELL AVENUE
MIAMI, FLORIDA 33131

WEINER & CUMMINGS, P.A.
PAUL M. CUMMINGS**
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THEODORE J. VITTORIA, JR., P.C.
THEODORE J. VITTORIA, JR.***
JAMES A. PURDY****

* ADMITTED IN FL AND PA ONLY
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May 23, 2002

Florida Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attn: Registration Section

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TALLAHASSEE, FLORIDA

Re: **PALERMO PROPERTY, L.L.C.**

Dear Sir or Madam:

In connection with organizing the above-named limited liability company with the State of Florida, enclosed are the following originals executed documents for filing:

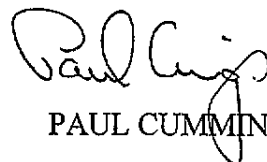
1. Articles of Organization;
2. Certificate of Designation of Registered Agent/Registered Office;

Also enclosed is a check in the amount of \$160.00 for the filing fee for the limited liability company; a certified copy of the Articles, and a Certificate of Status.

Upon filing, you are hereby authorized to release the original filed documents, a Certificate of Status, and a certified copy of the original document to a representative of CSC corporate services company.

If you need any additional information or documentation to complete these filings, please contact the undersigned at the above Miami address.

Very truly yours,


PAUL CUMMINGS

PC/dv
enclosures

**ARTICLES OF ORGANIZATION
FOR PALERMO PROPERTY, L.L.C.**

ARTICLE I - NAME

The name of this limited liability company shall be **PALERMO PROPERTY, L.L.C.**

ARTICLE II - DURATION

The limited liability company shall have perpetual existence.

ARTICLE III - PURPOSE AND POWERS

Except as restricted by these Articles of Organization, this limited liability company is organized for each and every legal and lawful purpose for which a limited liability company may be organized pursuant to the Florida limited liability company Act.

Except as restricted by these Articles of Organization, this limited liability company shall have and may exercise all powers and rights which a limited liability company may exercise under Florida law or the laws of the United States of America.

ARTICLE IV - PRINCIPAL OFFICE

The mailing address and the street of this limited liability company shall be 355 Palermo Avenue, Coral Gables, FL 33134.

ARTICLE V - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent for this limited liability company and the street address of the initial registered agent is:

**Paul Cummings
1428 Brickell Avenue, Suite 400
Miami, FL 33131**

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ARTICLE VI - ADDITIONAL MEMBERS

This limited liability company may admit additional members subject to approval by unanimous vote of the existing member.

ARTICLE VII - INITIAL MANAGER

This limited liability company shall be managed by one or more managers. This limited liability company shall initially have one manager. The number of managers of this company may be changed in accordance with the regulations of the company. The name and address of the initial manager is as follows:

Alejandro Alvarez
355 Palermo Avenue
Coral Gables, FL 33134

The initial manager shall serve until the first annual meeting of members or until his successor is elected and qualified or until his death or registration.

ARTICLE VIII - REGULATIONS

The regulations of this limited liability company may only be adopted, amended, altered or repealed by the unanimous vote of the members.

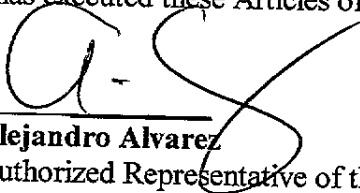
ARTICLE IX - MEMBERS' RIGHT TO CONTINUE BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or any other event which terminates the membership of a member, have the right to continue the business of this limited liability company subject to approval by unanimous vote of the remaining members; provided that at least two members remain.

ARTICLE X - AMENDMENT

This limited liability company reserves the right to amend, alter or repeal any provisions contained in these Articles of Organization in accordance with the Florida limited liability company Act.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 23rd day of May, 2002.


Alejandro Alvarez
Authorized Representative of the

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

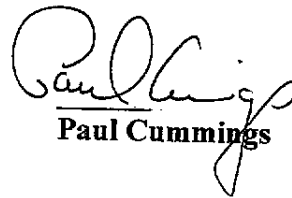
The name of the limited liability company is **PALERMO PROPERTY, L.L.C.**

The name and address of the registered agent and office is:

**Paul Cummings
1428 Brickell Avenue, Suite 400
Miami, FL 33131**

Having been named as registered agent and to accept service of process for the above-named 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 of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my positions as registered agent.

Date: May 23rd, 2002


Paul Cummings

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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