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May 20, 2002

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

600005597986--2
-05/22/02--01060--017
*****125.00 *****125.00

Re: Downtown Development Associates, LLC

Dear Sir/Madam:

Enclosed please find the following with respect to the above captioned limited liability company:

1. The original and a copy of the Articles of Organization for Florida Limited Liability Company;
2. A check made payable to Florida Department of State in the amount of \$125.00 (reflecting the filing fee and registered agent designation fee); and
3. A self addressed stamped envelope.

Please return to our office a filed copy of the Articles of Organization in the envelope provided. If you have any questions or concerns regarding the above mentioned, please feel free to contact me at (305) 371-8177.

Very truly yours,

LEWIS R. COHEN, P.A.


CARLA A. JONES, ESQ.

Enclosures

FILED
02 MAY 22 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M THOMAS
5/29

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Downtown Development Associates, LLC

ARTICLE II - Address:

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

1399 S.W. First Avenue, Mellon United National Bank Building, Suite 302, Miami, Florida 33130

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

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

Lewis R. Cohen

Name

1399 S.W. First Avenue, Mellon United National Bank Building, Suite 302

Florida street address (P.O. Box **NOT** acceptable)

Miami, Florida 33130

City, State, and Zip

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 of 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 (Check box if applicable)



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

(An additional article must be added if an effective date is requested)



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.)

Lewis R. Cohen

Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization

\$ 25.00 Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA