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\*ADMITTED IN NEW YORK  
AND NEW JERSEY ONLY

\*\*LL.M. TAXATION & FLORIDA BAR  
BOARD CERTIFIED IN TAXATION

June 6, 2002

Department of State  
Division of Corporations, Corporate Filing  
P.O. Box 6327  
Tallahassee, FL 32314

L110

Re: AMER FAMILY HOLDINGS, LP  
AMER FAMILY MANAGEMENT, LLC

200005729592--3  
-06/10/02--01086--029  
\*\*\*1992.50 \*\*\*\*155.00

Dear Sir or Madam:

BK

I am enclosing herewith the following documents and one check payable to the Florida Secretary of State for the combined stated filing fees of \$1,992.50, which entities should be formed in the following order:

1. Articles of Organization of AMER FAMILY MANAGEMENT, LLC

Filing fee	\$ 100.00
Registered Agent Fee	\$ 25.00
Certified copy	\$ 30.00
Total	\$ 155.00

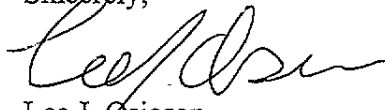
2. Certificate of Limited Partnership and Affidavit of Capital Contribution of AMER FAMILY HOLDINGS, LTD.

Filing fee	\$1,750.00
Registered Agent Fee	\$ 35.00
Certified copy	\$ 52.50
Total	\$1,837.50

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TALLAHASSEE, FLORIDA

If you should have any questions please call me at my direct line (305) 357-1001 or my cellular phone (305) 978-7980.

Sincerely,

  
Lee J. Osiason

**ARTICLES OF ORGANIZATION  
OF  
AMER FAMILY MANAGEMENT, LLC**

**ARTICLE I        NAME**

The name of the limited liability company shall be: **AMER FAMILY MANAGEMENT, LLC**

**ARTICLE II        EXISTENCE AND DURATION**

The existence of the limited liability company shall be perpetual.

**ARTICLE III       PURPOSE**

This limited liability company is organized for the purpose of long term family investment in real property and other financial assets, including the purchasing, owning, holding, improving, using, dealing in, managing, selling, mortgaging, pledging, leasing, exchanging, transferring and disposing of property, both real and personal and wherever situated, and shall have all powers necessary or convenient to effect any or all of the purposes for which the company is organized.

**ARTICLE IV       PRINCIPAL PLACE OF BUSINESS**

The mailing and street address of the principal office of the limited liability company is: 430 Costanera Road, Coral Gables, FL 33143.

**ARTICLE V        INITIAL REGISTERED AGENT**

The initial registered agent and street address of the initial registered agent of the limited liability company shall be: Dr. Salah Amer, 430 Costanera Road, Coral Gables, FL 33143.

**ARTICLE VI        MANAGEMENT**

The limited liability company is to be managed by its members.

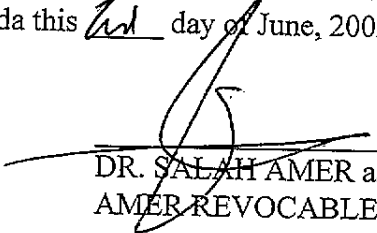
**ARTICLE VII       RESTRICTIONS ON MEMBERSHIP AND RIGHT TO CONTINUE  
AFTER WITHDRAWAL OF A MEMBER**

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the limited liability company. A member's interest in the limited liability company may not be sold or otherwise

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transferred except with unanimous written consent of all members. Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall have the right to continue the business upon unanimous consent of such remaining members.

In accordance with 608.408(3) F.S. the undersigned member by execution of this affidavit affirms under the penalties of perjury that the facts stated herein are true. Executed by the undersigned member at Miami, Florida this 2nd day of June, 2002.

  
DR. SALAH AMER as Trustee of the DR. SALAH  
AMER REVOCABLE TRUST dated June 8, 2001

**CERTIFICATE OF ACCEPTANCE OF  
REGISTERED AGENT/REGISTERED OFFICE**

Having been named as registered agent of AMER FAMILY MANAGEMENT, LLC to accept service of process for such limited liability company at the place designated in this certificate, the undersigned accepts such appointment and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent.

Dated this 2nd day of June, 2002.

  
DR. SALAH AMER

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