

Division of Corporations

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Florida Department of State
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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To: Division of Corporations
Fax Number : (850) 205-0383

From: Account Name : BILZIN, SUMBERG DUNN BAENA PRICE & AXELROD LLP.
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

Jefferson Plaza Mezzanine, LLC

BK

Certificate of Status	1
Certified Copy	1
Page Count	01
Estimated Charge	\$160.00

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**ARTICLES OF ORGANIZATION
OF
JEFFERSON PLAZA MEZZANINE, LLC,
a Florida limited liability company**

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TALLAHASSEE, FLORIDA

- 1. The name of the limited liability company is Jefferson Plaza Mezzanine, LLC.
- 2. The mailing address and the street address of the principal office of the limited liability company is:

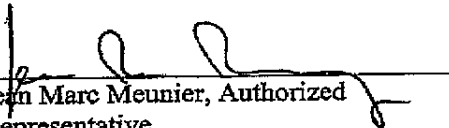
1501 Collins Avenue
Third Floor
Miami Beach, Florida 33139.

- 3. The name and street address of the initial registered agent of the limited liability company are:

Deborah R. Mayo
200 South Biscayne Boulevard
Suite 2500
Miami, Florida 33131.

- 4. The limited liability company will be a manager-managed limited liability company.
- 5. The purpose of the limited liability company shall be to lend money and extend credit to Jefferson Plaza, Ltd., a Florida limited partnership, and to do any and all things incident thereto or in connection therewith. The limited liability company shall not engage in any other business.

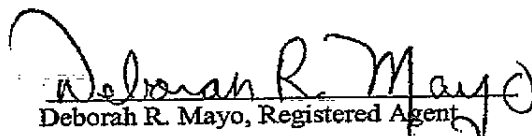
Dated: as of August 7, 2002.

By: 
Jean Marc Meunier, Authorized
Representative

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, who has been designated in the foregoing Articles of Organization as registered agent for the limited liability company therein named, hereby agrees that (i) she accepts such appointment as registered agent and will accept service of process for and on behalf of said limited liability company, and (ii) she is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited liability company.

Dated: as of August 7, 2002.


Deborah R. Mayo, Registered Agent