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ACCOUNT NO. : 072100000032

REFERENCE : 751039 7199649

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 160.00

FILED
2002 SEP 19 PM 1:30
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ORDER DATE : September 19, 2002

ORDER TIME : 10:51 AM

ORDER NO. : 751039-015

CUSTOMER NO: 7199649

900007851979--1

CUSTOMER: Ms. Olga Duque
Hunton & Williams

Barclays Financial Center
1111 Brickell Ave., Suite 2500
Miami, FL 33131

DOMESTIC FILING

NAME: ACP ORION CENTER, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

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**ARTICLES OF ORGANIZATION
OF
ACP ORION CENTER, LLC**

These Articles of Organization are made for the purpose of organizing a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

ARTICLE I - NAME

The name of the limited liability company is ACP Orion Center, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 444 Brickell Avenue, Suite 900, Miami, Florida 33131.

ARTICLE III - DURATION

The period of duration of the Company shall be perpetual.

**ARTICLE IV
REGISTERED AGENT; REGISTERED ADDRESS**

The name of the initial registered agent of the Company is Stuart K. Hoffman. The Florida street address of the initial registered agent of the Company is c/o Hunton & Williams, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

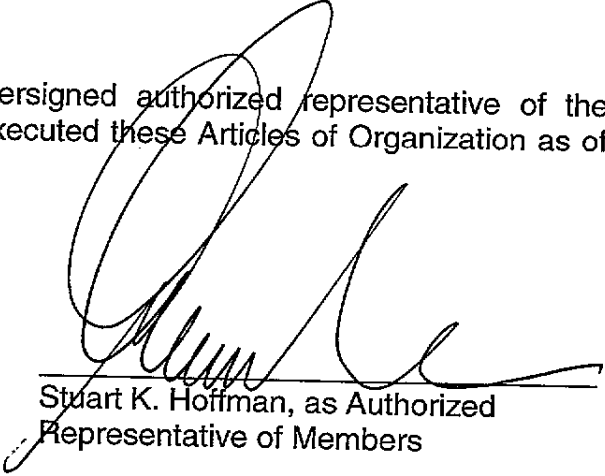
**ARTICLE V
MANAGEMENT**

The Company shall be managed by its members.

**ARTICLE VI
MISCELLANEOUS**

The existence of the Company shall commence on the date of filing these Articles of Organization with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned authorized representative of the members of ACP Orion Center, LLC has executed these Articles of Organization as of September 18, 2002.



Stuart K. Hoffman, as Authorized
Representative of Members

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

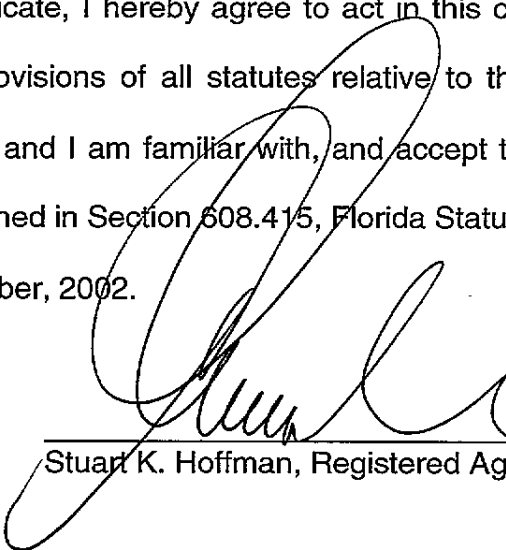
WITNESSETH:

That ACP Orion Center, LLC, desiring to organize under the laws of the State of Florida, has named Stuart K. Hoffman, located at c/o Hunton & Williams, 1111 Brickell Avenue, Suite 2500, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 18th day of September, 2002.



Stuart K. Hoffman, Registered Agent

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