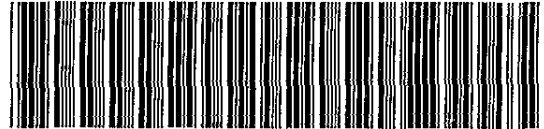


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(Requestor's Name)

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ACCOUNT NO. : 072100000032

REFERENCE : 795626 4301772

AUTHORIZATION : *Patricia Pizuto*

COST LIMIT : \$ 125.00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

ORDER DATE : October 25, 2002

ORDER TIME : 12:18 PM

ORDER NO. : 795626-010

CUSTOMER NO: 4301772

CUSTOMER: Ms. Natalie Koury
Pavia & Harcourt Llp

600 Madison Avenue
12th Floor
New York, NY 10022

DOMESTIC FILING

NAME: GFF BAL HARBOUR LLC

EFFECTIVE DATE:

- 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: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

GFF BAL HARBOUR LLC

ARTICLE II - Address:

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

85 Fifth Avenue, 6th Floor, New York, NY 10003

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

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

Corporation Service Company
Name

1201 Hays Street
Florida street address (P.O. Box **NOT** acceptable)

Tallahassee, Florida 32301
City, State, and Zip

02 OCT 29 PM 2:55
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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.

Corporation Services Company
BY: *[Signature]*
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)

Cynthia G. Fischer
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.)

Cynthia G. Fischer
Typed or printed name of signer

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)