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

From:
Account Name : HUNTON & WILLIAMS
Account Number : I20000000236
Phone : (305) 810-2542
Fax Number : (305) 810-2460

NOTE TO FILING DEPARTMENT:

PLEASE NOTE THAT THIS LIMITED LIABILITY COMPANY IS ASSOCIATED WITH
ACP 1110 BRICKELL CORP. & ACP 1110 BRICKELL LLC.

LIMITED LIABILITY COMPANY

ACP/1111 Brickell LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
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DIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION

OF

ACP/1111 BRICKELL 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/1111 Brickell 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.

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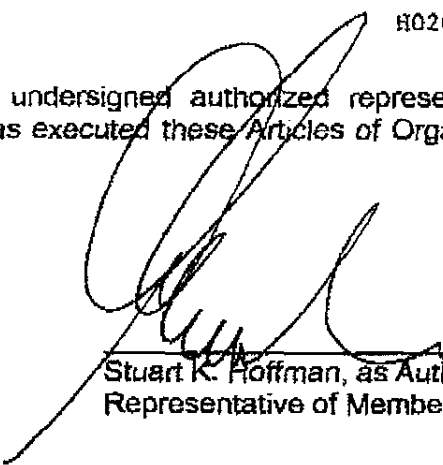
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IN WITNESS WHEREOF, the undersigned authorized representative of the members of ACP/1111 Brickell LLC has executed these Articles of Organization as of November 19, 2002.



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/1111 Brickell 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 19th day of November, 2002.


Stuart K. Hoffman, Registered Agent

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