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DIVISION OF CORPORATION

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From:

Account Name : HOLLAND & KNIGHT OF MIAMI
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Phone : (305) 374-8500
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AL

LIMITED LIABILITY COMPANY

BROOKSHIRE PLAZA, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

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**ARTICLES OF ORGANIZATION
OF
BROOKSHIRE PLAZA, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of the limited liability company is Brookshire Plaza, LLC (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

301 Clematis Street
Suite 3000
West Palm Beach, Florida 33401

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 301 Clematis St., Suite 3000, West Palm Beach, Florida 33401 as the street address of the initial registered office of the Company and names Ralf D. Gschwend as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV

PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

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TREASURY STATE
FLORIDA

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IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal as of
December 11, 2002.



Ralf D. Gschwend
Member

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned agrees to act as registered agent for Brookshire Plaza, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position as of December 11, 2002.



Ralf D. Gschwend

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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