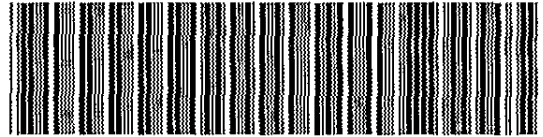


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ACCOUNT NO. : 072100000032

REFERENCE : 862705 4303929

AUTHORIZATION :

Patricia Fajuts

COST LIMIT : \$ 155.00

ORDER DATE : December 18, 2002

ORDER TIME : 2:01 PM

ORDER NO. : 862705-005

CUSTOMER NO: 4303929

CUSTOMER: Ms. Stephanie C. Johnson
Greenberg Traurig, P.a.

1221 Brickell Avenue
21st Floor
Miami, FL 33131-3238

DOMESTIC FILING

NAME: LIONSTONE DI LIDO RETAIL
LESSOR, LLC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

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CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION

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OF

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LIONSTONE DI LIDO RETAIL LESSOR, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of the Limited Liability Company is LIONSTONE DI LIDO RETAIL LESSOR, LLC (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is c/o Bruce E. Lazar, 2901 Collins Avenue, Miami Beach, Florida 33140.

ARTICLE III - Registered Agent and Office

The street address of the Company's initial registered office is 1201 Hays Street, Tallahassee, Florida 32301 and the name of its initial registered agent at such office is Corporation Service Company.

ARTICLE IV - Management

The Company will be managed by its members (the "Members") and is therefore a member-managed company. The initial Managing Member shall be:

Lionstone Group, Inc., a Florida corporation
c/o Bruce E. Lazar
2901 Collins Avenue
Miami Beach, FL 33140

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. Dated this 18 day of December, 2002.


Brenda M. Fernandez, Authorized Signor

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608. Dated this 18th day of December, 2002.

CORPORATION SERVICE COMPANY


As Registered Agent

Laura R. Dunlap
as its agent