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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

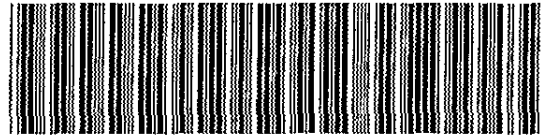
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Michael I. Rose, P.A.
Attorneys at Law

March 17, 2003

Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, FL 32314

Re: **MIAMI RIVER ACQUISITION, LLC**
Articles of Organization

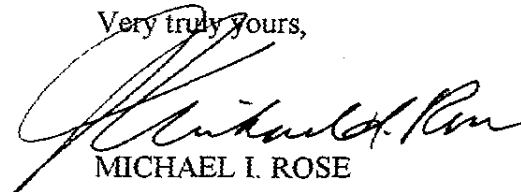
Dear Sir or Madam:

Enclosed herewith please find an original and (1) one copy of the Articles of Organization for the above-referenced corporation, and my check in the amount of \$155.00 representing the filing, and certified copy fees.

Please issue a charter for the above-referenced corporation and return a certified copy of the Articles of Organization to the undersigned as quickly as possible.

Thank you for your anticipated cooperation.

Very truly yours,


MICHAEL I. ROSE

MIR:mmv

Enclosures

MUSEUM TOWER, SUITE 1525
150 WEST FLAGLER STREET
MIAMI, FLORIDA 33130
TELEPHONE (305) 373-6300
TELECOPIER (305) 373-1030

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STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
MIAMI RIVER ACQUISITION, LLC**

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

**ARTICLE I
NAME**

The name of this Limited Liability Company shall be **MIAMI RIVER ACQUISITION, LLC.**

**ARTICLE II
DURATION**

This Limited Liability Company shall exist for not more than thirty years from the filing date of these Articles with the Office of the Secretary of State.

**ARTICLE III
PURPOSE**

This Limited Liability Company is being formed for the purpose of engaging in any activities or business permitted for a limited liability company under the laws of the State of Florida.

**ARTICLE IV
PLACE OF BUSINESS AND REGISTERED AGENT**

The initial principal place of business of this Limited Liability Company shall be 150 West Flagler Street, Suite 1525, Miami, FL 33130; provided that the principal place of business may be changed from time to time and the Limited Liability Company may have such other place or places of business as the members from time to time may determine. The initial mailing address of this Limited Liability Company shall be 150 West Flagler Street, Suite 1525, Miami, FL 33130. The name of the original registered agent of this Limited Liability Company is Stuart R. Kalb, whose address is 150 West Flagler Street, Suite 1525, Miami, FL 33130.

**ARTICLE V
CONTRIBUTIONS TO CAPITAL**

The initial capital of this Limited Liability Company shall consist of the sum of not less than **ONE HUNDRED AND NO/100 DOLLARS (\$100.00)** contributed by its members in money or in property, the fair market value thereof being determined by agreement of all the members. No additional contributions will be required to be made, but may be made, by any member of this Limited Liability Company, upon unanimous approval of the members.

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TALLAHASSEE, FLORIDA

**ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS
AND
TRANSFER OF MEMBERS' INTEREST**

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MAR 19 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

No person shall be admitted as an additional member of this Limited Liability Company, without the unanimous approval of the members, which none of them shall be required to give.

A members' interest in this Limited Liability Company shall not be transferred, whether voluntarily or involuntarily, by operation of law, by execution or levy of judgement or lien, by judgement or order of court or by any other means, without the unanimous approval of the remaining members, any such putative transfer of a member's interest shall not entitle the transferee solely to and as a charge upon (i) the share of income of, and (ii), when, as and if declared unanimously by the remaining members, distributions, by the way of profits, return of capital or otherwise, from this Limited Liability Company, in each case with respect to the would-be transferor's share thereof and interest in this Limited Liability Company, but not including any compensation paid to would-be transferor for services rendered to this Limited Liability Company.

**ARTICLES VII
MEMBERS AND MANAGEMENT OF BUSINESS**

The name and address of the member of this Limited Liability Company is:

NAME

ADDRESS

STUART R. KALB

150 West Flagler Street, Suite 1525
Miami, Florida 33130

The business of this Limited Liability Company shall be managed by the member, acting unanimously in a meeting or by written consent without a meeting. The members hereby appoint STUART R. KALB as its Managing Member to carry out, subject to the direction of members, the day to day business of this Limited Liability Company. The Managing Member shall have the authority to execute any and all documents on behalf of the company, including, but not limited to, documents relating to the purchase, sale and/or financing of real property. The Managing Member is authorized to employ, personnel to conduct the business of this Limited Liability Company.

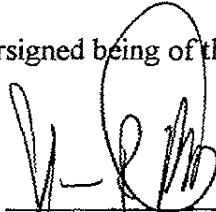
**ARTICLE VIII
WITHDRAWAL, RETIREMENT, DEATH, BANKRUPTCY
OR EXPULSION**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event which terminates the continued membership of a member, this Limited Liability Company shall be dissolved; provided that the members other than deceased, retired, resigned, or expelled members, may consent to continues the business of this Limited Liability Company, or by amendment to these Articles of Organization may provide for the continued existence of this Limited Liability Company subsequent to the foregoing events, subject to distribution to the former member, his heirs and successors of assets as provided in dissolution.

**ARTICLE IX
AMENDMENTS**

These articles may be amended from time to time by a unanimous written consent of all members, and the amendment shall be filed, duly signed by all members of this Limited Liability Company, with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned being of the initial member has executed these Articles of Organization on March 17, 2003



STUART R. KALB

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION OF REGISTERED AGENT

Certificate Designating Place of Business or Domicile for the Service of Process Within this State, Naming Agent upon Whom Process may be Served and Names and Addresses of the Officers and Directors.

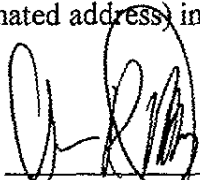
Attached to the Articles of Organization of
MIAMI RIVER ACQUISITION, LLC.
and made a part thereof

Pursuant to Florida Statutes, the following is submitted in compliance therewith and made a part of the Articles of Organization of said limited liability company to which this document is attached:

THAT, **MIAMI RIVER ACQUISITION, LLC.**, desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Organization in the City of Miami, County of Miami-Dade, State of Florida, has named **STUART R. KALB**, whose address is 150 West Flagler Street, Suite 1525, Miami, Florida 33130 as Registered Agent to accept service of process within this state.

ACCEPTANCE

THAT, I agree, as Registered Agent, to accept Service of Process; to keep an office, open during prescribed hours; to post name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in the office as required by law.



STUART R. KALB

03 MAR 2009 AM 9:40
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TALLAHASSEE, FLORIDA