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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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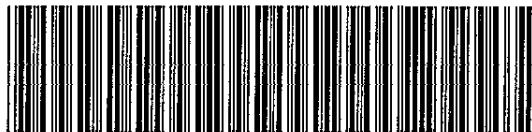
(Business Entity Name)

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DIVISION OF CORPORATIONS
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EFFECTIVE DATE
3/17/03

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Charles P. Sacher, P.A.
Gregory T. Martini
Charles S. Sacher

Telephone: 305/448-3900
Facsimile: 305/446-9206
OF COUNSEL
Martin E. Segal, P.A.

March 18, 2003

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32314

Re: Spirit in the Night, LLC
Our File No. 4709

Dear Sir/Madam:

On behalf of the above-referenced limited liability company, I enclose herewith one (1) original and one (1) copy of the fully executed and notarized Articles of Organization, together with a check in the amount of \$160.00.

Please cause the original copy of the Articles of Organization to be filed among the corporate records of the State of Florida. Please return a certified copy to the undersigned.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$100.00
Certified Copy Fee	30.00
Registered Agent Fee	25.00
Certificate of Status	<u>5.00</u>
TOTAL	\$160.00

Please note that in accordance with §608.409 Florida Statutes, and Paragraph EIGHTH of the Articles of Organization, the limited liability company's existence will commence March 17, 2003, so long as these Articles are filed with the Secretary of State within five (5) business days of this date.

Thank you for your attention to this matter.

Sincerely,


Gregory T. Martini

Enclosures

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**ARTICLES OF ORGANIZATION OF
SPIRIT IN THE NIGHT, LLC**

The undersigned, desiring to form a Limited Liability Company under and pursuant to §608.405, Florida Statutes, do hereby certify as follows:

FIRST: The name of said limited liability company shall be
SPIRIT IN THE NIGHT, LLC.

SECOND: SPIRIT IN THE NIGHT, LLC shall exist in perpetuity.

THIRD: The principal office and the mailing address of SPIRIT IN THE NIGHT, LLC shall be 676 N. Michigan Avenue, Suite 3300, Chicago, IL 60611.

FOURTH: The purposes for which SPIRIT IN THE NIGHT, LLC is formed are:

A. Engaging in any and all phases of the business developing and investing in real property.

B. To engage in such other lawful acts or activities for which limited liability companies may be formed under Section 608.405, Florida Statutes.

FIFTH: The maximum number of ownership units which SPIRIT IN THE NIGHT, LLC is authorized to have outstanding is one thousand (1000), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

SIXTH: That, SPIRIT IN THE NIGHT, LLC, desiring to organize under the laws of the State of Florida as a limited liability company has designated its initial registered office as 2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134, and has named Gregory T. Martini as its initial Registered Agent who is located at such address.

SEVENTH: The name and street address of the Subscribing Member to these Articles of Organization of SPIRIT IN THE NIGHT, LLC is as follows:

NAME

ADDRESS

RICHARD R. KRACUM

676 N. Michigan Avenue, Suite
3300

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Chicago, IL 60611

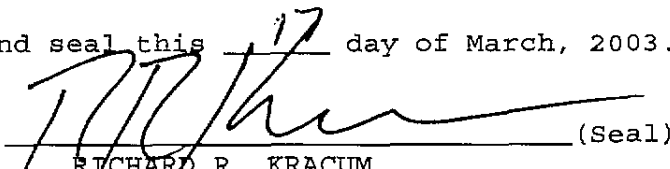
EIGHTH: The business of this limited liability company shall be conducted by a Manager who shall be elected by the Members, who shall be elected in accordance with the Operating Agreement.

The name and street address of the initial Manager, who shall hold office for the first year of its existence or until his successor is elected and qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
RICHARD R. KRACUM	676 N. Michigan Avenue, Suite 3300 Chicago, IL 60611

In accordance with the provisions of §608.409, the effective date of existence is specified to be March 17, 2003 so long as these Articles or Organization are filed with the Secretary of State within five (5) business days of this date.

WITNESS my hand and seal this 17 day of March, 2003.



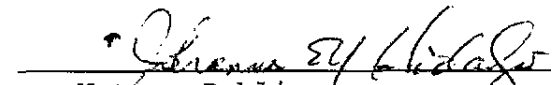
RICHARD R. KRACUM (Seal)

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STATE OF Illinois)
) SS:
COUNTY OF Cook)

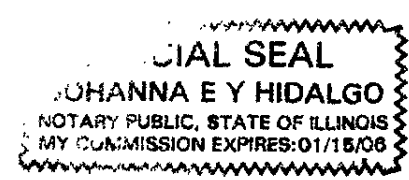
BEFORE ME, the undersigned authority, personally appeared RICHARD R. KRACUM, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Organization, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at _____, in said County and State, this 17 day of March, 2003.



Notary Public

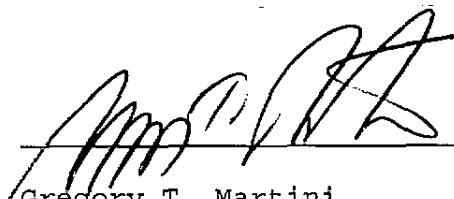
My commission expires: 1/15/06



ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for SPIRIT
IN THE NIGHT, LLC at place designated in SECTION SIXTH of the
attached Articles of Organization, I hereby acknowledge that
I am familiar with and accept the obligations of that
position.

(SEAL)



Gregory T. Martini
Registered Agent

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