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Division of Corporations

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MJH

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : BITZIN, SUMBERG BAENA PRICE & AXELROD LLP.
Account Number : 075350000132
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

BIP Evernemia GP, LLC

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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**ARTICLES OF ORGANIZATION
OF
BIP EVERNIA GP, LLC,
a Florida limited liability company**

1. The name of the limited liability company is BIP Evernia GP, LLC.
2. The mailing address and the street address of the principal office of the limited liability company is:

1110 Brickell Avenue
Suite 800
Miami, Florida 33131

3. The name and street address of the initial registered agent of the limited liability company are:

Marshall R. Pasternack, P.A.
200 South Biscayne Boulevard
Suite 2500
Miami, Florida 33131

Dated: as of March 26, 2003.

By: Marshall R. Pasternack
Marshall R. Pasternack, as Authorized
Representative

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 MAR 31 AM 8:57

FILED

**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, as President and on behalf of Marshall R. Pasternack, P.A., a Florida professional service corporation (the "Corporation"), which has been designated as registered agent for BIP Evernia GP, LLC, a Florida limited liability company, in the foregoing Articles of Organization, hereby agrees that the Corporation will accept service of process for and on behalf of BIP Evernia GP, LLC, and that the Corporation will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited liability company.

Dated: as of March 26, 2003.

Marshall R. Pasternack, P.A., a Florida
professional service corporation, as
Registered Agent

By: Marshall R. Pasternack
Marshall R. Pasternack, President