

MAY-01-2003(THU) 10:39 CARLTON FIELDS

P.001/004

Division of Corporations

LO30000015635

1 of 2

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((F03000178852 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : CARLTON FIELDS
Account Number : 076077000355
Phone : (813) 223-7000
Fax Number : (813) 229-4133

LIMITED LIABILITY COMPANY
CUTLER RIDGE MALL INVESTMENTS, LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$130.00

APPROVED
AND
FILED

03 MAY -1 AM 10:56

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

RECEIVED

03 MAY -1 AM 10:50

DIVISION OF CORPORATION

JB
5-1-03

MAY-01-2003(THU) 10:39 CARLTON FIELDS

P.002/004

H03000178852 7

ARTICLES OF ORGANIZATION
OF
CUTLER RIDGE MALL INVESTMENTS, LLC

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization of CUTLER RIDGE MALL INVESTMENTS, LLC (the "Company"):

ARTICLE ONE

NAME

The name of the limited liability company is CUTLER RIDGE MALL INVESTMENTS, LLC.

ARTICLE TWO

ADDRESS

The mailing address and street address of the principal office of the Company is 9655 South Dixie Highway, Suite 200, Miami, Florida 33156.

ARTICLE THREE

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company is: Jeremy Larkin, 9655 South Dixie Highway, Suite 200, Miami, Florida 33156.

ARTICLE FOUR

MANAGEMENT

The Company will be a manager-managed company.

H03000178852 7

MA#2245572.1 May 1, 2003

APPROVED
AND
FILED
03 MAY - 1 AM 10:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H 03000178852 7

ARTICLE FIVE

INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, these Articles of Organization have been executed by an authorized representative of the Manager of the Company as of the 30th day of April, 2003.


JAY A. STEINMAN, Authorized
Representative

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03 MAY -1 AM 10:56

APPROV.
AND
FILED

MIA#2245572.1 April 30, 2003

H 03000178852 7

MAY-01-2003(THU) 10:40 CARLTON FIELDS

P.004/004

H 03000178852 7

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for CUTLER RIDGE MALL INVESTMENTS, LLC in the foregoing Articles of Organization, I, Jeremy Larkin, hereby agree to accept service of process for said limited liability company and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of that position.


JEREMY LARKIN

APPROVED
AND
FILED

03 MAY -1 AM 10:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MIA#2245572.1 April 30, 2003

H 03000178852 7