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LIMITED LIABILITY COMPANY

Thirteen Biscayne Associates, LLC

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**ARTICLES OF ORGANIZATION OF
THIRTEEN BISCAYNE ASSOCIATES, LLC**

The undersigned hereby subscribes these Articles of Organization for the purposes of organizing a limited liability company under the laws of the State of Florida.

**I.
NAME**

The name of the Limited Liability Company is Thirteen Biscayne Associates, LLC (the "Company").

**II.
PRINCIPAL OFFICE**

The mailing and street address of this Company's principal office shall be Suite 200 Grand Bay Plaza, 2665 South Bayshore Drive, Miami, Florida, 33133.

**III.
REGISTERED AGENT AND REGISTERED OFFICE**

The registered agent of this Company shall be Eduardo J. Garcia, whose business address is Suite 200 Grand Bay Plaza, 2665 South Bayshore Drive, Miami, Florida 33133, which shall be the registered office of this limited liability company.

**IV.
MANAGEMENT BY MANAGER**

This Company shall be member-managed company with Juan T. O'Naghten serving as the managing member.


Juan T. O'Naghten

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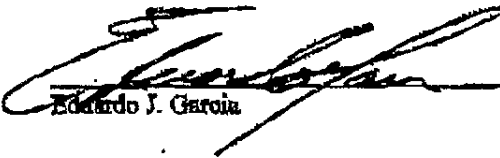
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**STATEMENT OF ACCEPTANCE
OF
REGISTERED AGENT OF
THIRTEEN HISCAYNE ASSOCIATES, LLC**

In accordance with the Florida Limited Liability Company Act, sections 608.407(1)(d) and 608.415(2), the undersigned hereby accepts the appointment as registered agent of the above captioned limited liability company. The registered agent further acknowledges that Suite 200 Grand Bay Plaza, 2665 South Bayshore Drive, Miami, Florida 33133 is the business office address of the registered agent, which will be the registered office of the limited liability company for the service of process.

Date: June 3, 2003


Eduardo J. Garcia

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FILED
AND
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