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RECEIVED  
03 AUG 22 PM 12:42  
DIVISION OF CORPORATION

FILED  
03 AUG 22 PM 4:44  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 215506 4311473

AUTHORIZATION : *Patricia Pizeto*

COST LIMIT : \$ 155.00

FILED  
03 AUG 22 PM 12:14  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

ORDER DATE : August 22, 2003

ORDER TIME : 10:55 AM

ORDER NO. : 215506-005

CUSTOMER NO: 4311473

CUSTOMER: Ms. Jackie Gerstenfeld  
Stearns Weaver Miller  
Weissler Alhadeff & Sitterson,  
Suite 2200, Museum Tower  
150 West Flagler Street  
Miami, FL 33130

DOMESTIC FILING

NAME: LIBERTY CITY HOLDINGS, LLC

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Darlene Ward - EXT. 1135

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF ORGANIZATION**  
**OF**  
**LIBERTY CITY HOLDINGS, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes acknowledges and files the following Articles of Organization.

FILED  
03 MAR 22 PM 4:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
NAME

The name of the Limited Liability Company is Liberty City Holdings, LLC (the "Company").

ARTICLE II  
ADDRESS

The mailing address and street address of the principal office of the Company is 9400 South Dadeland Boulevard, Suite 100, Miami, Florida 33156.

ARTICLE III  
DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV  
REGISTERED OFFICE AND AGENT AND ADDRESS

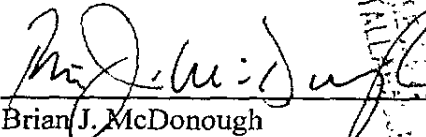
The name and street address of the registered agent of the Company in the State of Florida are:

<u>Name</u>	<u>Address</u>
Brian J. McDonough	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE VII  
MANAGEMENT

The Company is to be managed by its members.

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization for the foregoing uses and purposes this 14<sup>th</sup> day of August, 2003.

  
\_\_\_\_\_  
Brian J. McDonough  
Authorized Representative of Members

FILED  
03 AUG 22 PM 4:46  
STATE  
FLORIDA

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Company is Liberty City Holdings, LLC.
2. The name and street address of the registered agent and office are

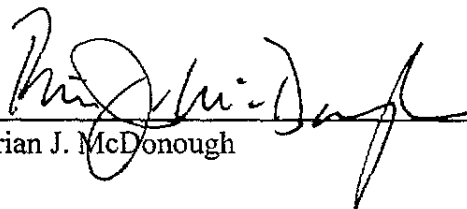
Brian J. McDonough  
2200 Museum Tower  
150 West Flagler Street  
Miami, Florida 33130

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03 AUG 22 PM 4:44  
STATE  
TALLAHASSEE, FLORIDA

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: August 21, 2003

  
\_\_\_\_\_  
Brian J. McDonough