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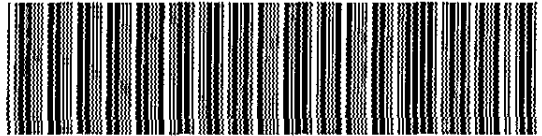
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 220755 4311473

AUTHORIZATION :

COST LIMIT : \$ ~~160.00~~

ORDER DATE : August 27, 2003

ORDER TIME : 2:18 PM

ORDER NO. : 220755-025

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: BLUE RIVIERA LM, LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY OF CONVERSION AND LLC ARTICLES (1)

XX CERTIFICATE OF GOOD STANDING ON LLC (1)

CONTACT PERSON: Kimberly Moret - EXT. 1149

EXAMINER'S INITIALS: _____

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CERTIFICATE OF CONVERSION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 608.439, Florida Statutes, The Lazaro Milton Blue Riviera Trust, a Florida common law trust (the "Trust"), hereby submits this Certificate of Conversion to convert to a Florida limited liability company:

FIRST: The name of the Trust immediately prior to filing this document was The Lazaro Milton Blue Riviera Trust.

SECOND: The Trust was first created in Florida on August 26, 2003 under Trust Agreement dated August 26, 2003.

THIRD: The name of the limited liability company to which the Trust is to be converted, as set forth in the attached Articles of Organization, is Blue Riviera LM, LLC.

IN WITNESS WHEREOF, the undersigned has made and subscribed this Certificate of Conversion this 26th day of August, 2003.



Robert I. Weissler
Authorized Representative of Member

ARTICLES OF ORGANIZATION

OF

BLUE RIVIERA LM, LLC

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STATE OF FLORIDA
MALLATREE, FLORIDA

ARTICLE I
NAME

The name of the Limited Liability Company is Blue Riviera LM, LLC (the "Company").

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Company is 3711 S. W. 27th Street, Miami, Florida 33134.

ARTICLE III
DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV
REGISTERED OFFICE AND AGENT AND ADDRESS

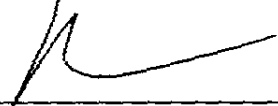
The name and street address of the registered agent of the Company in the State of Florida are:

<u>Name</u>	<u>Address</u>
Robert I. Weissler	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

ARTICLE V
MANAGEMENT

The Company is to be managed by its members.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of
Organization for the foregoing uses and purposes this 26th day of August, 2003.


Robert I. Weissler
Authorized Representative of Member

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 Blue Riviera LM, LLC.
2. The name and street address of the registered agent and office are:


Robert I. Weissler
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

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 26, 2003

HW-COW9621\098\ART-CONVERSION.LM.wpd


Robert I. Weissler, Registered Agent