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LIMITED LIABILITY COMPANY

1300 PONCE FUNDING LLC

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| Certificate of Status | 0 |
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**ARTICLES OF ORGANIZATION
OF**

1300 PONCE FUNDING LLC

ARTICLE I - Name

The name of the Limited Liability Company is 1300 Ponce Funding LLC (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 848 Brickell Avenue, Suite 810, Miami, FL 33131.

ARTICLE III - Registered Agent and Office

The street address of the Company's initial registered office is 103 North Meridian Street, Lower Level, Tallahassee, FL 32301, and the name of its initial registered agent at such office is CorpDirect Agents, Inc.

ARTICLE IV - Management

The Company is to be managed by one or more managers and is therefore a manager-managed company.

In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. Dated this 13th day of January, 2004.


Luis Lamar, Authorized Signer

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, 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 Florida Statutes Chapter 608. Dated this 13th day of January, 2004.


CORPDIRECT AGENTS, INC.
Registered Agent

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