

W04000015589

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.

(((H04000042312 3)))

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 : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305)634-3694
Fax Number : (305)633-9696

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 FEB 26 AM 9:18

FILED

LIMITED LIABILITY COMPANY

FLAGLER 4100 PROPERTY LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

DIVISION OF CORPORATION

04 FEB 26 PM 3:27

RECEIVED

W04 - 15589
CF

Electronic Filing Menu

Corporate Filing

Public Access Help

HD4000042312

ARTICLES OF ORGANIZATION

OF

FLAGLER 4100 PROPERTY LLC

a Florida Limited Liability Company

ARTICLE I
NAME

The name of this Limited Liability Company is:

FLAGLER 4100 PROPERTY LLC

(the "Company")

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 FEB 26 AM 9:18

FILED

ARTICLE II
PURPOSE

A. Purposes. The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to Chapter 608, Fla. Stat. as the same may be amended from time to time.

B. Powers. The Company shall have and may exercise all powers and rights which a limited liability company may exercise pursuant to Chapter 608, Fla. Stat., as the same may be amended from time to time.

ARTICLE III
ADDRESS

The mailing and street address of the Company's principal place of business is 780 N.W. Lejeune Road, Suite 523, Miami, Florida 33126.

HD4000042312

FEB-26-2004 14:54

ARTICLE IV
DURATION

The period of duration of the Company shall be perpetual.

ARTICLE V
MANAGEMENT

The management of the Company shall be reserved to the managing member. The managing member shall have the power and the authority to act on behalf of the Company as provided in Chapter 608, Fla. Stat., as the same may be amended from time to time, and as further provided in the Regulations of the Company.

ARTICLE VI
MANAGING MEMBER

The name and address of the managing member is as follows:

Flagler Development & Construction Co. Ltd. ("MGRM")

c/o Sure & Sucre Trust Limited
P.O. Box 3163
Chera Chambers, Road Town
Tortola, British Virgin Islands

ARTICLE VII
INITIAL ADDRESS OF REGISTERED OFFICE
AND DESIGNATION OF REGISTERED AGENT

The street address of the initial registered office of this limited liability company in the State of Florida is 780 N.W. Lejeune Road, Suite 523, Miami, Florida 33126. The managing member may from time to time, without amending these Articles, move the registered office to any other address within the State of Florida.

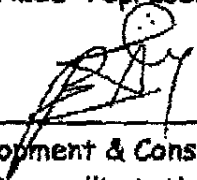
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

26 FEB 26 AM 9:18

FILED

The initial Registered Agent is designated as ANTONIO PECORELLI. The Registered Agent of the limited liability company may be changed at any time by the managing member without an amendment of these Articles.

THESE ARTICLES OF ORGANIZATION have been executed by the undersigned member or authorized representative of the member this 12 day of February, 2004.



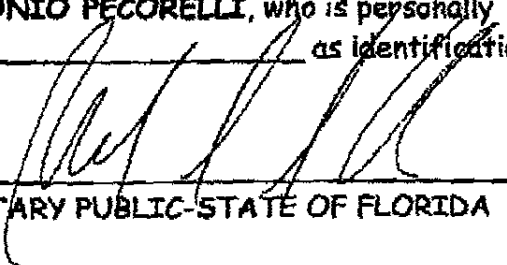
Flagler Development & Construction Co., Ltd.
By: Antonio Pecorelli, Authorized Representative

STATE OF FLORIDA)
COUNTY OF DADE)

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.

The foregoing instrument was acknowledged before me on this 12 day of February, 2004, by ANTONIO PECORELLI, who is personally known to me or who has produced a _____ as identification and who did take an oath.

NOTARY PUBLIC-STATE OF FLORIDA



MY COMMISSION EXPIRES:
SERIAL NO.



Roberto F. Fialtes
My Commission DD043712
Expires July 22, 2005

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 FEB 26 AM 9:18

FILED

H04000042312

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE OF

FLAGLER 4100 PROPERTY LLC

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

- 1. The name of the Limited Liability Company is:

FLAGLER 4100 PROPERTY LLC

- 2. The name and address of the registered agent and office is:

ANTONIO PECORELLI
780 N.W. Lejeune Road, Suite 523
Miami, Florida 33126

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

04 FEB 26 AM 9:18

FILED

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, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

[Signature]
ANTONIO PECORELLI

[Signature] Feb 10 2004
(Date)

H04000042312