

MAR 12 2004 1:17PM

Division of Corporations

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Florida Department of State
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To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : GREENSPOON HARDER HIRSCHFELD RAKIN ROSS & BERGER, P.A.
Account Number : 076064003722
Phone : (954) 491-1120
Fax Number : (954) 771-9264

LIMITED LIABILITY COMPANY

CF Miami, LLC

Certificate of Status	0
Certified Copy	0
Page Count	02
Estimated Charge	\$125.00

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3/12/2004

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**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY
COMPANY**

ARTICLE I - Name:

The name of the Limited Liability Company is CF Miami, LLC.

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall begin with the filing of these Articles with the Florida Department of State, and shall continue perpetually.

ARTICLE III - Address:

The mailing address and street address of the principal office of the Limited Liability Company is 100 W. Cypress Creek Road, Suite 700, Fort Lauderdale, Florida 33309.

ARTICLE IV - Registered Agent:

The name and address of the initial registered agent for this Limited Liability Company is Gregory J. Blodig, 100 W. Cypress Creek Road, Suite 700, Fort Lauderdale, Florida 33309.

ARTICLE V - Management:

The Limited Liability Company is to be managed by managers and the names and addresses of the initial managers who are to serve as managers are:

Meyer Chetrit
404 Fifth Avenue-4th Floor
New York, NY 10018

Elias Kotler
2155 Guy Street, Suite 1400
Montreal, Quebec H3H 2R9

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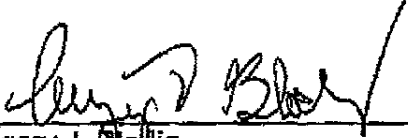
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NO. 468 P. 3/4

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Whereof, the undersigned member has executed these Articles the 12th day of March, 2004.



Gregory J. Blodig,
Authorized Representative of Member

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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:

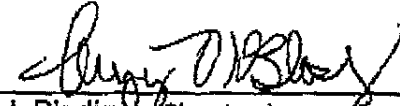
CF Miami, LLC

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

Gregory J. Blodig
100 W. Cypress Creek Road, Suite 700
Fort Lauderdale, Florida 33309

By: 
Gregory J. Blodig, Registered Agent

*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.*


Gregory J. Blodig (Signature)

3/12/04
(Date)

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