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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY**San Marci Fountainbleu Partners, LLC**

Certificate of Status	0
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ARTICLES OF ORGANIZATION
OF
SAN MARCO FOUNTAINBLEU PARTNERS, LLC
a Florida limited liability company

FILED
2004 APR -5 AM 10:38
JULIA H. HARRIS
TALLAHASSEE, FLORIDA

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida does set forth the following:

1. NAME. The name of the limited liability company is San Marco Fountainbleu Partners, LLC (the "Company").
2. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The mailing and street address of the principal office of the Company is: c/o Southern Facilities Development, Inc., 2901 SW 8th Street, Suite 204, Miami, Florida 33135.
3. REGISTERED AGENT. The name and address of the initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Organization are: Charles R. Abele, Jr., c/o Southern Facilities Development, Inc., 2901 SW 8th Street, Suite 204, Miami, Florida 33135.

The undersigned has executed these Articles of Organization on the 2nd day of April, 2004.

SAN MARCO FOUNTAINBLEU PARTNERS, LLC



Charles R. Abele, Jr. Authorized Representative

**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**


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

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is: San Marco Fountainbleu Partners, LLC
2. The name and address of the registered agent and office is:

Charles R. Abele, Jr.
c/o Southern Facilities Development, Inc.
2901 SW 8th Street, Suite 204
Miami, Florida 33135

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 its 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.


Charles R. Abele, Jr.


(Date)