

**L04-000029649**

Florida Department of State  
Division of Corporations  
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From: Account Name : LINDA LARREA, P.A.  
Account Number : I19990000247  
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Fax Number : (305) 858-8882

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**LIMITED LIABILITY COMPANY**

**RRR MITIGATION BANK, LLC**

Certificate of Status	1
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Apr-16-04 04:27pm From-LINDA LARREA P.A.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

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TALLAHASSEE, FLORIDA

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April 1, 2004

LINDA LARREA, P.A.

SUBJECT: RRR MITIGATION BANK, LLC  
REF: W04000009938

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Apr-16-04 04:28pm From-LINDA LARREA P.A.,

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**OFFICE OF FINANCIAL REGULATION**

**DON B. SAXON**  
DIRECTOR

**FINANCIAL SERVICES  
COMMISSION**

**JEB BUSH**  
GOVERNOR

**TOM GALLAGHER**  
CHIEF FINANCIAL OFFICER

**CHARLIE CRIST**  
ATTORNEY GENERAL

**CHARLES BRONSON**  
COMMISSIONER OF  
AGRICULTURE

March 24, 2004

Linda Larrea, P.A.  
Attorney at Law  
2300 Coral Way  
Suite 111  
Miami, Florida 33145

Re: RRR Mitigation Bank, LLC

Dear Ms. Larrea:

Reference is made to your recent letter/fax requesting approval of the above-referenced name which will be a mitigation credits bank located in Coral Gables, Florida.

Section 655.922, Florida Statutes, exempts a financial institution, holding company or its subsidiaries from the prohibition of using the word "bank," "banker," "banking," "trust company," "savings and loan association," "savings bank," or "credit union" in its corporate name. Therefore, the Financial Institutions office will not object to the use of the above referenced name being registered to transact business in the state of Florida.

Sincerely,

A handwritten signature in cursive script, reading "Linda B. Charity".

Linda B. Charity  
Deputy Director  
Financial Institutions

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings  
Division of Corporations, Secretary of State's Office

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04 APR 16 AM 10:18  
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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
RRR Mitigation Bank, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of this limited liability company is **RRR MITIGATION BANK, LLC**
2. Duration. The latest date upon which the limited liability company is to dissolve is **January 1, 2044.**
3. Mailing Address and Street Address. The Company's mailing and street address is  
**C/O S & K PROPERTY MANAGEMENT, INC.  
150 ALHAMBRA CIRCLE, SUITE 800  
CORAL GABLES, FLORIDA 33134**
4. Registered Agent and Office. The name of the initial registered agent of the Company is **S & K Property Management, Inc.** The street address of the initial registered agent of the Company is **150 Alhambra Circle, Suite 800, Coral Gables, Florida 33134.**
5. Additional Members. Additional members to the Company may be admitted, but subject to the terms and conditions of the Operating Agreement for the Company.
6. Termination of Membership. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.
7. Management of the Company. The management of the limited liability company is reserved to the members, through a managing member. The following will be the initial managing member:

Name and Address:

**U.S. GENERAL PARTNERS, L.L.C.**

**C/O S & K PROPERTY  
MANAGEMENT, INC.  
150 ALHAMBRA CIRCLE, SUITE 800  
CORAL GABLES, FLORIDA 33134**

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8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.
9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of the 5 day of March, 2004.

  
U.S. GENERAL PARTNERS, L.L.C.

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**CERTIFICATE 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.

1. The name of the limited liability company is:

**RRR MITIGATION BANK, LLC**

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

**S & K Property Management, Inc.  
150 Alhambra Circle, Suite 800  
Coral Gables, Florida 33134**

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**TALLAHASSEE, FLORIDA**

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.

**S & K Property Management, Inc.**

Registered Agent

*Linda Larrea*, VP  
S & K Property Management, Inc.

(Date)

3/5/04

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