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FILING COVER ACCT. #FCA-14	SHEET			
CONTACT:	TRICIA TA	DLOCK		
DATE:	11-24-04			
REF.#:	0650,32178			
CORP. NAME:	THREE MA	MDENS FAIR, LLC		
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Examiner's Initials

ARTICLES OF ORGANIZATION OF THREE MAIDENS FAIR, LLC

ARTICLE I Name

The name of the Limited Liability Company is THREE MAIDENS FAIR, LLC (the "Company").

ARTICLE II Address

The mailing address and street address of the principal office of the Company is 1111 Brickell Avenue, 30th Floor, Miami, Florida 33131.

ARTICLE III Registered Agent

The name of the Company's registered agent in the State of Florida is Gerald Katcher and the address of the Company's registered office is 1111 Brickell Avenue, 30th Floor, Miami, Florida 33131.

ARTICLE IV Duration

The period of duration for the Company shall be perpetual.

ARTICLE V Management

The Company is to be managed by the members and the name and address of the initial managing member is

Jane Katcher 1111 Brickell Avenue, 30th Floor Miami, Florida 33131

ARTICLE VI Admission of Additional Members

Members shall have the right to admit additional members as provided by the Florida Limited Liability Company Act by a vote of a majority-in-interest of the members.

ARTICLE VII Members' Rights to Continue Business

The death, retirement, resignation, expulsion, dissolution, bankruptcy, dissociation or withdrawal of any member, or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved or its affairs to be wound-up, and upon the occurrence of any such event, the Company shall be continued without dissolution and without any affirmative action or requirement on the part of the members.

MEMBER:

ane Katcher

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.407 OR 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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: THREE MAIDENS FAIR, LLC
- 2. The name and address of the registered agent and office is: Gerald Katcher, 1111 Brickell Avenue, 30th Floor, Miami, Florida 33131.

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated by 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 the obligations of my position as a registered agent.

Gerald Katcher

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