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LIMITED LIABILITY COMPANY

BAP-GGM PREMIERE TOWERS, L.L.C.

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**ARTICLES OF ORGANIZATION
FOR
BAP-GGM PREMIERE TOWERS, L.L.C.
(A Florida Limited Liability Company)**

ARTICLE I - Name:

The name of the limited liability company is "BAP-GGM PREMIERE TOWERS, L.L.C."
(the "Limited Liability Company").

ARTICLE II - Duration:

The period of duration for the Limited Liability Company shall commence on the date on which these Articles of Organization are filed with the Department of State of the State of Florida, and shall be perpetual.

ARTICLE III - Purpose:

The Limited Liability Company is formed to engage in any lawful act or activity for which limited liability companies may be organized under the Florida Limited Liability Company Act (Section 608.401, et. seq., Florida Statutes).

ARTICLE IV - Address:

The mailing and street address of the principal office of the Limited Liability Company shall be 2601 South Bayshore Drive, 10th Floor, Miami, Florida 33133

ARTICLE V - Management:

The management of the Limited Liability Company is reserved to the Members. The Members of the Limited Liability Company are:

GGM DEVELOPERS, L.L.C.
2575 N.E. 191st Street
Suite 901A
Aventura, Florida 33180

BAP DEVELOPMENT, INC.
2601 South Bayshore Drive
10th Floor
Miami, Florida 33133

ARTICLE VI - Registered Agent:

The registered agent for service of process on the Limited Liability Company shall be Matthew B. Wealcatch, Esq., Turnberry Plaza, Suite 801, 2875 N.E. 191st Street, Aventura, FL 33180.

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ARTICLE VII - Debt and Contractual Liability

Any member may contract debt and/or incur contractual liability by or on behalf of the Limited Liability Company.

IN WITNESS WHEREOF, the undersigned hereby affirm under the penalties of perjury that the facts stated hereinabove are true and have executed this instrument as of this 9th day of February, 2004.


MATTHEW B. WEALCATCH, Authorized
Representative of Members

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for the above stated Limited Liability Company, MATTHEW B. WEALCATCH, states that he is familiar with and hereby agrees to act in this capacity, and agrees to comply with the obligations of said position.

Dated this 9th day of February, 2004.

By: 
MATTHEW B. WEALCATCH, Registered Agent

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