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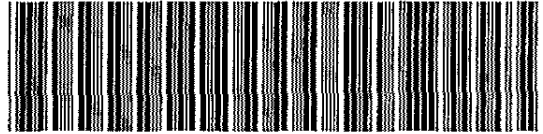
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 202374 7199649

AUTHORIZATION :

COST LIMIT : \$ 160.00

Patricia Pigute

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TALLAHASSEE, FLORIDA

ORDER DATE : February 14, 2005

ORDER TIME : 10:31 AM

ORDER NO. : 202374-005

CUSTOMER NO: 7199649

CUSTOMER: Ms. Arlene Rasile
Hunton & Williams

Suite 2500, Barclays Financial
Center 1111 Brickell Ave
Miami, FL 33131

DOMESTIC FILING

NAME: PADC ROYAL PALM HOLDINGS LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
PADC ROYAL PALM HOLDINGS LLC**

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ARTICLE I - NAME

The name of the limited liability company is PADC Royal Palm Holdings LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 550 Biltmore Way, Suite 970, Coral Gables, Florida 33134.

ARTICLE III - DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV - PURPOSES

The Company is organized for the purpose of transacting all lawful activities and businesses.

**ARTICLE V
REGISTERED AGENT; REGISTERED ADDRESS**

The name of the registered agent of the Company is Stuart K. Hoffman. The Florida street address of the registered agent of the Company is c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

**ARTICLE VI
MANAGEMENT**

The Company is to be member managed.

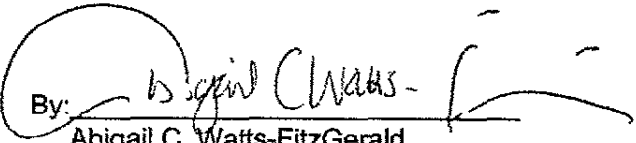
**ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS**

Additional members to the Company may be admitted only in accordance with the terms and conditions of the Company's Operating Agreement.

ARTICLE VIII
MEMBERS RIGHTS TO CONTINUE BUSINESS

If a member of the Company dies, retires, resigns, is expelled, becomes bankrupt or dissolves, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining member(s), if any, may, by unanimous written agreement, continue the business of the Company.

IN WITNESS WHEREOF, the undersigned authorized representative of the members and manager of PADC Royal Palm Holdings, LLC has executed these Articles of Organization as of February 14, 2005.

By: 
Abigail C. Watts-FitzGerald
Authorized Representative

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

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TALLAHASSEE, FLORIDA

WITNESSETH:

That PADC ROYAL PALM HOLDINGS, LLC desiring to organize under the laws of the State of Florida, has named Stuart K. Hoffman, located at c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 14th day of February, 2005.



Stuart K. Hoffman
Registered Agent