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LIMITED LIABILITY COMPANY

Beaches Holdings LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION
OF
BEACHES HOLDINGS LLC**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I - Name

The name of the Limited Liability Company is: **BEACHES HOLDINGS LLC.**

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is:

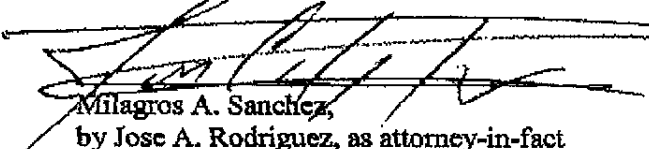
1300 Brickell Avenue
Miami, Florida 33131

ARTICLE III - Registered Agent/Office

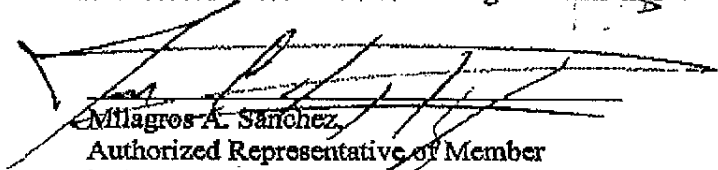
The name and Florida street address of the registered agent is:

Milagros A. Sanchez
1300 Brickell Avenue
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 in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.


Milagros A. Sanchez,
by Jose A. Rodriguez, as attorney-in-fact

The undersigned member has executed these Articles of Organization this 7th day of April, 2005.


Milagros A. Sanchez,
Authorized Representative of Member
by Jose A. Rodriguez, as attorney-in-fact

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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