

04-18-05 12:25

Division of Corporations

From-

L05000037991

T-953 P 01/04 F-866

Page 1 of 1

Florida Department of State

Division of Corporations
Public Access System

2005 APR 18 A 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H05000095059 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0383

From:

Account Name : HUNTON & WILLIAMS
Account Number : I20000000236
Phone : (305)810-2542
Fax Number : (305)810-2460

RECEIVED

05 APR 18 PM 12:47

DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

ACP Westshore Holdings Manager, LLC

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$155.00

Electronic Filing Menu

Corporate Filing

Public Access Help

FILED

2005 APR 18 A 11:31

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
ACP WESTSHORE HOLDINGS MANAGER LLC**

ARTICLE I - NAME

The name of the limited liability company is ACP WESTSHORE HOLDINGS MANAGER LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 444 Brickell Avenue, Suite 900, Miami, FL 33131.

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 Abigail C. Watts-FitzGerald. 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 manager 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.

FILED

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 ACP WESTSHORE HOLDINGS MANAGER LLC has executed these Articles of Organization as of April 18, 2005.

By: 

Abigail C. Watts-FitzGerald
Authorized Representative

FILED

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

2005 APR 18 A 11:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WITNESSETH:

That ACP Westshore Holdings Manager 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 18th day of April, 2005.



Stuart K. Hoffman
Registered Agent