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SEEGEL LIPSHUTZ & WILCHINS, P.C. ATTORNEYS AT LAW

RICHARD L. SEEGEL DAVID M. LIPSHUTZ* STEPHEN N. WILCHINS MICHAEL B. COSENTINO**+ DON J.J. CORDELL JEFFREY P. ALLEN WILLIAM A. DEVASHER, JR.** MOLLY COCHRAN Imelda Monaghan Lana Sullivan + + ** Jennifer Lo*** Theresa M. Giannavola**0

> OF COUNSEL ERIC B. BRENMAN

June 10, 2005

Via Overnight Mail

Florida Department of State Registration Section Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399

Re: Certificates of Formation

Ladies and Gentlemen:

Enclosed herein for filing, please find the following:

- 1. Articles of Organization Daytona Development, L.L.C.;
- 2. Articles of Organization Daytona Development Manager, L.L.C; and
- 3. Articles of Organization Daytona Development Investors, L.L.C.
- 4. Checks in the amounts of \$480 and \$75 (filing fees).

Please process the enclosed at your earliest convenience and forward (a) the certified copies of the Articles of Organization and (b) Certificates of Legal Existence/Good Standing for each of the entities to us, using the Federal Express overnight envelope provided for your convenience.

Thank you for your time and attention to this matter. If you have any questions or further requirements, please do not hesitate to call me.

/ truly yours.

Victoria J. Taylor, Paralegal

Enclosures

cc: Mr. Matthew Rieger, P.A. Stephen N. Wilchins, Esquire

/vjt

WELLESLEY OFFICE PARK, 60 WILLIAM STREET, SUITE 200, WELLESLEY, MASSACHUSETTS 02481-3803 TELEPHONE: 781.237.4400 FACSIMILE: 781.235.2333 WEBSITE: WWW.SLWPC.COM

*ALSO ADMITTED IN PENNSYLVANIA **ALSO ADMITTED IN NEW YORK ***ADMITTED ONLY IN DISTRICT OF COLUMBIA, OREGON AND MARYLAND

DAYTONA DEVELOPMENT, L.L.C.

ARTICLES OF ORGANIZATION

Article 1. Name of the Limited Liability Company.

[•]The name of the limited liability company formed hereby (the "LLC") is the DAYTONA DEVELOPMENT, LLC

Article II. Office Address of the Limited Liability Company.

The address of the office of the LLC for purposes of Section 608.415 of the Florida Limited Liability Company Act (the "Act") is 3250 Mary Street, 5th Floor, Coconut Grove, FL 33133

Article III. Registered Agent for Service of Process.

The name and address of the resident agent for service of process for the LLC is Matthew Rieger, P.A., 3×3 Mary Street, 5th Floor, Coconut Grove, FL 33133

Having been named as registered agent to accept service of process for the above stated limited liability company at the place designated in 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 and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

Matthey Rieger (P)A., Registered Agent

Article IV. Manager(s) or Managing Member(s).

The name and address of each Manager or Managing Member is as follows:

Daytona Development Manager, LLC, Manager

3250 Mary Street, 5th Floor Coconut Grove, FL 33133 IN WITNESS WHEREOF, the undersigned hereby affirms under the penalties of perjury that the facts stated herein are true, as of the $\underline{\partial fh}$ day of June 2005.

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By John Bryan, Duly Authorized

