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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

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ACCOUNT NO. : 0721000000032

REFERENCE : 515582 7199649

AUTHORIZATION :

COST LIMIT : \$ 155

Patricia Pigott

ORDER DATE : August 1, 2005

ORDER TIME : 9:34 AM

ORDER NO. : 515582-005

CUSTOMER NO: 7199649

CUSTOMER: Ms. Arlene Rasile
Hunton & Williams LLP

Suite 2500
1111 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: PADC 1440 OCEAN HOLDINGS LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XXX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis - EXT. 2926

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION
OF
PADC 1440 OCEAN HOLDINGS LLC

These Articles of Organization are made for the purpose of organizing a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

ARTICLE I - NAME

The name of the limited liability company is PADC 1440 OCEAN 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 initial registered agent of the Company is Abigail Watts-FitzGerald, Esq. The Florida street address of the initial registered agent of the Company is Abigail Watts-FitzGerald, c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

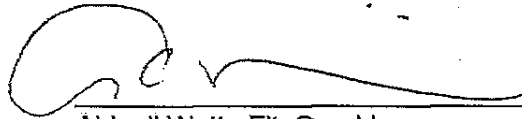
ARTICLE VI
MANAGEMENT

The Company is to be manager managed in accordance with the terms and conditions of the Company's Operating Agreement.

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, as amended from time-to-time.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 1st day of August, 2005.

A handwritten signature in black ink, appearing to read 'Abigail Watts-FitzGerald', written over a horizontal line.

Abigail Watts-FitzGerald
Duly Authorized Representative

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

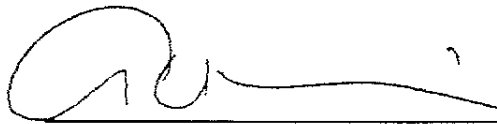
WITNESSETH:

That PADC 1440 OCEAN HOLDINGS LLC desiring to organize under the laws of the State of Florida, has named Abigail Watts-FitzGerald, Esq., located at 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 1st day of August, 2005.



Abigail Watts-FitzGerald
Registered Agent