

MAY-31-2006 WED 10:58 AM Shutts and Bowen

FAX NO 3053819982

Page 01

Division of Corporations

Page 1 of 1

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Florida Department of State

Division of Corporations

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To:

Division of Corporations

Fax Number : (850)205-0383

From:

Account Name : SHUTTS & BOWEN, LLP

Account Number : 076447000313

Phone : (305)358-6300

Fax Number : (305)381-9982

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

LOV II HOLDINGS, LLC

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$160.00

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DIVISION OF CORPORATION

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

LOV II HOLDINGS, LLC

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," or "L.C.,")

ARTICLE II - Address:

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

Principal Office Address:

9400 South Dadeland Blvd.

Suite 100

Miami, FL 33156

Mailing Address:

9400 South Dadeland Blvd.

Suite 100

Miami, FL 33156

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

David O. Deutch

Name

9400 S. Dadeland Blvd., Suite 100

Florida street address (P.O. Box NOT acceptable)

Miami

FL

33156

City, State, and Zip

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, 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, F.S.


Registered Agent's Signature (REQUIRED)

(CONTINUED)

Page 1 of 2

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ARTICLE IV- Manager(s) or Managing Member(s):

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

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

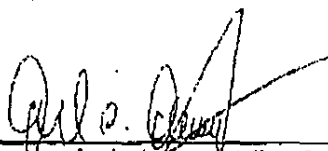
MGRM

PHG GP HOLDINGS, LLC
9400 South Dadeland Blvd., Suite 100
Miami, FL 33156

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:



Signature of a member or its authorized representative of a member.

(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.)

David O. Deutch

Typed or printed name of signer

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent
\$ 30.00 Certified Copy (Optional)
\$ 5.00 Certificate of Status (Optional)