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FLORIDA/FOREIGN LIMITED LIABILITY CO.  
South of Fifth II, LLC

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ARTICLES OF ORGANIZATION  
OF  
SOUTH OF FIFTH II, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I  
NAME

The name of the Limited Liability Company is South of Fifth II, LLC (the "Company").

ARTICLE II  
ADDRESS

The mailing address and street address of the principal office of the Company is  
Cutler Road, Suite 600, Miami, Florida 33157.

ARTICLE III  
DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV  
REGISTERED OFFICE AND AGENT AND ADDRESS

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

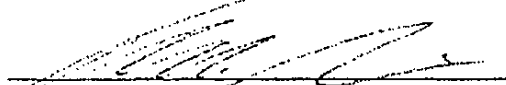
<u>Name</u>	<u>Address</u>
Scott A. Silver	18001 Old Cutler Road Suite 600 Miami, Florida 33157

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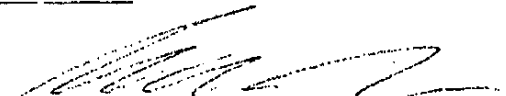
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes this 2nd day of June, 2006.

  
Scott A. Silver,  
Authorized Representative of Members

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for South of Fifth II, LLC at the place designated in the Company's Articles of Organization, 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 his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: June 2nd, 2006

  
Scott A. Silver, Registered Agent

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