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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Telephone: 305/448-3900 • Facsimile: 305/446-9206

Charles P. Sacher  
Gregory T. Martini  
Charles S. Sacher

June 29, 2006

Nancy A. Richman  
Pedro L. Abreu  
OF COUNSEL  
Martin E. Segal, P.A.

Registration Section  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: FORT DALLAS DEVELOPMENT, L.L.C.  
Our File No. 2970

Dear Sir/Madam:

On behalf of the above-referenced limited liability company, I enclose herewith an original fully executed and notarized Articles of Organization, together with our firm check in the amount of \$155.00.

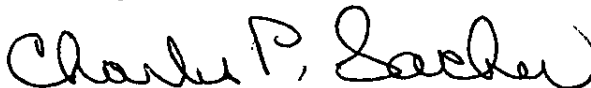
Please have this original copy of the Articles of Organization filed among the corporate records of the State of Florida. Please return a certified copy to the undersigned.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$100.00
Certified Copy Fee	30.00
Registered Agent Fee	<u>25.00</u>
<b>TOTAL</b>	<b>\$155.00</b>

Thank you for your attention to this matter.

Sincerely,



Charles P. Sacher

CPS:jmg

Enclosures

cc: Mr. David Ramsey, III  
Mr. Wayne E. Withers, Jr.

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION OF  
FORT DALLAS DEVELOPMENT, LLC**

The undersigned, desiring to form a Limited Liability Company under and pursuant to §608.405, Florida Statutes, does hereby certify as follows:

FIRST: The name of said limited liability company shall be FORT DALLAS DEVELOPMENT, LLC.

SECOND: FORT DALLAS DEVELOPMENT, LLC shall exist in perpetuity.

THIRD: Copies of the Operating Agreement of FORT DALLAS DEVELOPMENT, LLC may be obtained from the Manager at 10890 N.W. 29<sup>th</sup> Street, Miami, Florida 33172 which is the place in the State of Florida where the principal office of the limited liability company is located. The mailing address of FORT DALLAS DEVELOPMENT, LLC shall be 10890 N.W. 29<sup>th</sup> Street, Miami, Florida 33172.

FOURTH: The purposes for which FORT DALLAS DEVELOPMENT, LLC is formed are:

A. To serve as general partner of Fort Dallas Development, Ltd.

B. Engaging in such other lawful acts or activities for which limited liability companies may be formed under §608.403, Florida Statutes.

FIFTH: The maximum number of ownership units which FORT DALLAS DEVELOPMENT, LLC is authorized to have outstanding is one thousand (1000), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

SIXTH: FORT DALLAS DEVELOPMENT, LLC desiring to organize under the laws of the State of Florida as a limited liability company has designated its initial registered office at 2655 LeJeune Road, Suite 1101, Miami-Dade County, Coral Gables, Florida, 33134 and has named Charles P. Sacher as its initial Registered Agent who is located at such address.

SEVENTH: The name and street address of the subscriber to these Articles of Organization of FORT DALLAS DEVELOPMENT, LLC is as follows:

NAME

Charles P. Sacher

ADDRESS

2655 LeJeune Rd., Suite 1101  
Coral Gables, FL 33134

EIGHTH: The business of this limited liability company shall be conducted by Managers who shall be elected by the Members, who shall be elected in accordance with the Operating Agreement.

The name and street address of the initial Managers, who shall hold office for the first year of its existence or until their successors are elected and qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
John David Ramsey, III	1237 South Alhambra Circle Coral Gables, Florida
Wayne E. Withers, Jr.	1104 Hardee Road Coral Gables, Florida

In accordance with the provisions of §608.409, Florida Statutes, the effective date of existence is specified to be June 30, 2006, so long as these Articles of Organization are filed with the Secretary of State within five (5) business days of this date.

WITNESS my hand and seal this 29 day of June, 2006.

Charles P. Sacher  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE ) SS:

BEFORE ME, the undersigned authority, personally appeared Charles P. Sacher, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Organization, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, in said County and State, this 29 day of June, 2006.

Nancy A. Richman  
Notary Public, State of Florida at Large

My commission expires:



Nancy A. Richman  
Commission # DD292082  
Expires: Feb. 18, 2008  
Bonded Thru  
Atlantic Bonding Co., Inc.

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for **FORT DALLAS DEVELOPMENT, LLC**, at the place designated in Section SIXTH of the attached Articles of Organization, I hereby acknowledge that I am familiar with and accept the obligations of that position.

  
Charles P. Sacher, Registered Agent

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