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FLORIDA/FOREIGN LIMITED LIABILITY CO.

KA GP KEY BISCAVNE HOLDINGS, LLC

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**ARTICLES OF ORGANIZATION
OF
KA GP KEY BISCAYNE HOLDINGS, 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 KA GP Key Biscayne Holdings, LLC (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is 801 Brickell Avenue, Penthouse 2, Miami, Florida 33131.

**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>
Fieldstone Lester Shear and Denberg, LLP	c/o Ronald R. Fieldstone 201 Alhambra Circle, Suite 601 Coral Gables, FL 33134

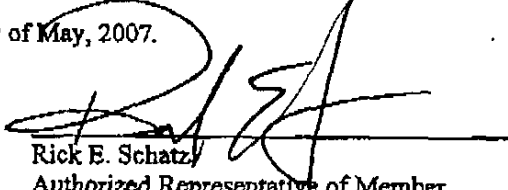
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IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes this 8 day of May, 2007.


Rick E. Schatz
Authorized Representative of Member

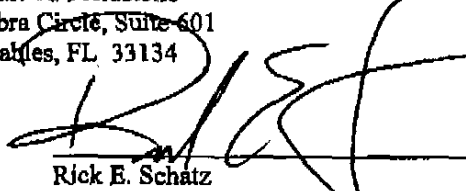
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the Company is KA GP Key Biscayne Holdings, LLC.
2. The name and street address of the registered agent and office are:

Fieldstone Lester Shear & Denberg, LLP
c/o Ronald R. Fieldstone
201 Alhambra Circle, Suite 601
Coral Gables, FL 33134

Dated: May 8, 2007


Rick E. Schatz
Authorized Representative of Member

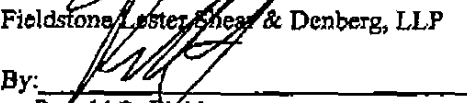
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REGISTERED AGENT'S ACCEPTANCE

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, 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 its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: May 8, 2007

Fieldstone Lester Shear & Denberg, LLP
By: 
Ronald R. Fieldstone