

05/08/2007 14:51 FAX 305 33395

STEARNS WEAVER MILLER

05/08/2003

Division of Corporations

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Account Number : I20060000135
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

SW GP KEY BISCAYNE HOLDINGS, LLC

Certificate of Status	1
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ARTICLES OF ORGANIZATION
OF
SW 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 SW GP Key Biscayne Holdings, LLC (the "Company").

ARTICLE II
ADDRESS

The mailing address and street address of the principal office of the Company is 3250 Mary Street, Suite 500, Miami, Florida.

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:

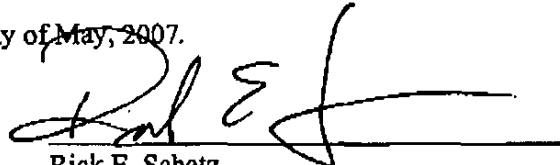
<u>Name</u>	<u>Address</u>
Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A.	c/o Rick Schatz 150 West Flagler Street, Suite 2200 Miami, FL 33130

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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

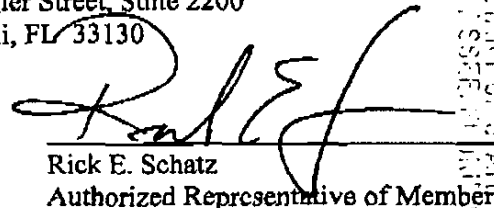
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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

Stearns Weaver Miller Weissler
Alhadeff & Sitterson, P.A.
c/o Rick E. Schatz
150 West Flagler Street, Suite 2200
Miami, FL 33130

Dated: May 8, 2007



Rick E. Schatz
Authorized Representative of Member

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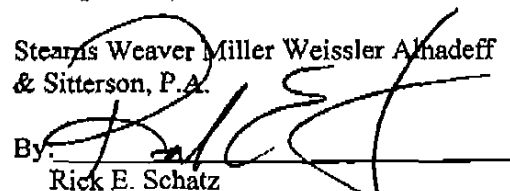
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REGISTERED AGENT'S ACCEPTANCE

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.

Stearns Weaver Miller Weissler Alhadeff
& Sitterson, P.A.

Dated: May 8, 2007



By: Rick E. Schatz
Rick E. Schatz