

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-224-0071  
FAX 904-224-0072

800-142-8086



**L950000726**

ACCOUNT NO. : 072100000032

REFERENCE : 684075 2306C

AUTHORIZATION :

*Patricia Pzyts*

COST LIMIT : \$ 337.50

ORDER DATE : September 20, 1995

ORDER TIME : 10:57 AM

ORDER NO. : 689075

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CUSTOMER NO: 2306C

CUSTOMER: Susan Delgado, Legal Assistant  
MORGAN LEWIS & BOCKIUS

5300 S.e. Financial Center  
200 S. Biscayne Boulevard  
Miami, FL 33131

DOMESTIC FILING

NAME: AMERICAN TOWN CENTERS LC

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

EXAMINER'S INITIALS:

FILED  
95 SEP 21 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. BROWN SEP 22 1995

ARTICLES OF ORGANIZATION  
OF  
AMERICAN TOWN CENTERS, L.C.

95 SEP 21 AM 9 05  
FILED  
SECRET  
TALLAHASSEE, FLORIDA

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

ARTICLE I  
NAME

The name of the limited liability company is American Town Centers, L.C. (the "Company").

ARTICLE II  
DURATION

The period of the Company's duration shall commence on the date that these Articles of Organization are filed with the Florida Department of State and shall be perpetual unless the Company is earlier dissolved as provided for by law, by these Articles of Organization or in the regulations of the Company.

ARTICLE III  
MAILING AND STREET ADDRESSES

The mailing address and the street address of the principal office of the Company is 2665 South Bayshore Drive, Suite 908, Miami, Florida 33133.

ARTICLE V  
NAME AND ADDRESS OF  
INITIAL REGISTERED AGENT

The name and street address of the initial registered agent of the Company in the State of Florida are John S. Fletcher, Morgan, Lewis & Bockius, 200 South Biscayne Boulevard, Suite 5300, Miami, Florida 33131-2339. A statement of the initial registered agent accepting his appointment is attached to these Articles of Organization.

ARTICLE VI  
ADMISSION OF NEW MEMBERS

Members of the Company shall have the right to admit additional members to the Company only with the unanimous written consent of all the members of the Company and upon such terms and conditions as shall be determined by all of the members.

ARTICLE VII  
TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all remaining members of the Company, provided that there are at least two remaining members.

ARTICLE VIII  
MANAGEMENT

The Company shall be managed by a manager or managers in accordance with the regulations of the Company. Initially, there shall be one (1) manager of the Company. Thereafter, the number of managers shall be determined as provided in the regulations of the Company. The manager or managers shall be elected by the members as prescribed and provided in the regulations of the Company and by Florida law. The manager or managers shall hold the offices and have the responsibilities set forth in the regulations of the Company. The regulations of the Company may also contain any other provisions for the regulation and management of the affairs of the Company not inconsistent with law or with these Articles of Organization. The name and address of the initial manager who is to serve as manager until the first annual meeting of members or until their successors are elected and qualified is as follows:

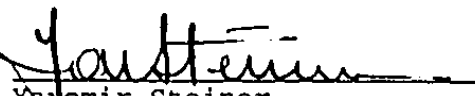
<u>Name</u>	<u>Address</u>
Yaromir Steiner	2665 S. Bayshore Drive, Suite 908 Miami, Florida 33133

IN WITNESS WHEREOF, the undersigned member has executed these Articles of Organization this 20<sup>th</sup> day of September, 1995.

TOWNPART, LTD.

By: BAGHEERA INTERESTS, L.C.,

By

  
Yaromir Steiner,  
Manager

AFFIDAVIT

State of Florida     )  
                              ) ss.  
County of Dade        )

BEFORE ME, the undersigned authority, personally appeared Yaromir Steiner who after being by me first duly sworn, declares, deposes and says of his personal knowledge that:


1. He has this day executed the Articles of Organization of American Town Centers, L.C., a Florida limited liability company (hereinafter called the "Company").
2. The Company has at least two members.
3. The amount of cash contributed by the members of the Company as of the date of this Affidavit is \$100,000.
4. There is no property, other than cash, being contributed by the members of the Company.
5. The total amount anticipated to be contributed by the members of the Company is \$650,000.

FURTHER AFFIANT SAYETH NAUGHT.


Signed and delivered this 20<sup>th</sup> day of September, 1995.

TOWNPART, LTD.

By: BAGHEERA INTERESTS, L.C.,

By:   
Yaromir Steiner,  
Manager

SWORN to and subscribed before me this 20<sup>th</sup> day of September, 1995 by Yaromir Steiner, who is personally known to me or who has produced Florida drivers license No. 3356-960-52-019-0 as identification.

  
Notary Public

My Commission expires:

YAMILE C. SILVA  
Notary Public, State of Florida  
My Comm. expires April 20, 1999  
No. CC454166

STATEMENT OF ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of American Town Centers, L.C. and agrees to comply with the provisions of the laws of Florida, including section 48.091, Florida Statutes, providing for the keeping open of the registered office for service of process.

The undersigned is familiar with, and accepts, the obligations of the position of registered agent.



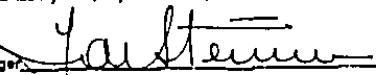
Dated: September 20, 1995.



John S. Fletcher  
Registered Agent

FILED  
95 SEP 21 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILEDOCT 13 1996  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPLICATION FOR REINSTATEMENT FOR LIMITED LIABILITY COMPANY		 FLORIDA DEPARTMENT OF STATE Jim Smith Secretary of State DIVISION OF CORPORATIONS	
Make Check Payable To: FLORIDA DEPARTMENT OF STATE			
1. Name and Mailing Address of Limited Liability Company		DOCUMENT # L95000000726	
AMERICAN TOWN CENTERS, L.C. 3250 MARY ST. SUITE 404 MIAMI, FL 33133		1a. Principal Place of Business Address	
2. Mailing Address		3a. Principal Place of Business	
3250 MARY ST. SUITE, Apt. #, etc. SUITE 404 City & State MIAMI FL Zip 33133		3250 MARY ST. SUITE, Apt. #, etc. SUITE 404 City & State MIAMI FL Zip 33133	
3. Date Organized or Qualified		3a. State of Formation	
9/21/95		FL	
4. FEI Number		<input type="checkbox"/> Applied For <input type="checkbox"/> Not Applicable	
65-0610163			
5. Date of Last Report		6. Certificate of Status Desired	
-		<input checked="" type="checkbox"/> Additional Fee Required	
7. Name and Address of Current Registered Agent		8. Name and Address of New Registered Agent	
		Name BEAU BRANSON Street Address (P.O. Box Number is Not Acceptable) 1108 PALMDRIVE ST. Suite, Apt. #, etc. City MIAMI Zip Code FL 33146	
9. I, being appointed the registered agent of the above named limited liability company, am familiar with and accept the obligations of Chapter 608, F.S.			
Signature of Registered Agent		Date	
		10/16/96	
REGISTERED AGENT MUST SIGN			
10. Title	Managing Member/Managers	Business Street Address	City, State & Zip Code
MR. MR.	YARONIR STEINER	3250 MARY ST. # 404	MIAMI, FL 33133
MR.	PATRICIA CURRY	3250 MARY ST. # 404	MIAMI, FL 33133
		E00001901818-1 -10/22/96--01007--1002 ***747.50 ***747.50	
I hereby certify that I am managing member/manager or the receiver or trustee empowered to execute this application as provided for in chapter 608, F.S. I further certify that when filing this reinstatement application the reason for dissolution has been eliminated, the limited liability company name satisfies the requirements of section 606.408, F.S., and that all fees owed by the limited liability company have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.			
Signature of Managing Member/Manager		Date	
		10/16/96	
Typed or printed name of signing Managing Member/Manager		Daytime Phone #	
YARONIR STEINER		305 441-8989	

REINSTATEMENT

96

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