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LOUIS STINSON, JR., P.A.
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SUITE 308 • HIVEHA PROFESSIONAL BUILDING
4675 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33146

TELEPHONE (305) 667-7571
FACSIMILE (305) 667-0206

EFFECTIVE DATE

7-1-96

July 1, 1996

50000183066
-07/03/96--01030--004
*****302.50 *****302.50

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

000001830680
-07/11/96--01030--008
*****35.00 *****35.00

Re: Bird Square Plaza, L.C.

Gentlemen:

Please find enclosed an original and one copy of the Articles of Organization for Bird Square Plaza, L.C., for filing, together with our firm check in the amount of \$302.50 representing the required filing fee and a certified copy.

We would appreciate your returning a copy of the Certificate and the certified copy of the Articles to our office by return mail.

If you have any questions, please do not hesitate to contact me.

Sincerely,


Louis Stinson, Jr.

285.00 F.P.
52.50 C.C.
337.50

LSJr:es
Enclosures

FILED
95 JUL -3 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LOUIS STINSON, JR., P.A.
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July 8, 1996

VIA FEDERAL EXPRESS

Ms. Kim Rolfe
Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

FILED
95 JUL -3 PM 2:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Bird Square Plaza, L.C.

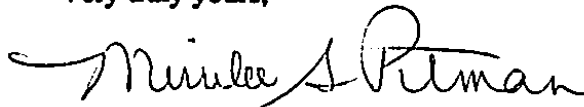
Dear Ms. Rolfe:

Pursuant to our telephone conversation, enclosed find our Check No. 4028 in the amount of \$35.00, representing the additional filing fee required for filing the Articles of Organization for Bird Square Plaza, L.C., for filing.

We would appreciate receiving the certified copy of the Articles as soon as possible.

Thank you for your assistance and courtesies in this matter.

Very truly yours,



Merrilee S. Pitman
Legal Assistant

/msp
Enclosure

**ARTICLES OF ORGANIZATION
OF
BIRD SQUARE PLAZA, L.C.**

EFFECTIVE DATE
7-1-96

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PREAMBLE

The undersigned hereby adopt these Articles of Organization for the purpose of forming a Limited Liability Company under The Florida Limited Liability Company Act (Chapter 608 of the Florida Statutes).

**ARTICLE I
NAME**

The name of this Limited Liability Company is: BIRD SQUARE PLAZA, L.C.

**ARTICLE II
DURATION - DISSOLUTION**

The Company shall commence on the first day of July, 1996 and shall continue until the first to occur: (1) December 31, 2006; or (2) dissolution pursuant to the provisions of the Florida Limited Liability Law or the Regulations of the Company; or (3) the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member or any other event which terminates the continued membership of a Member in the Company, unless the business of the Company shall be continued upon the unanimous written consent of the remaining Members.

**ARTICLE III
PURPOSE**

The purpose and business of the Company shall be to acquire, manage, lease, rent, develop, operate and sell real property in Dade County, Florida. In addition to the foregoing, the Company may engage in any activity permitted under the laws of the State of Florida.

**ARTICLE IV
ADDRESS OF OFFICE AND AGENT**

4.1 Place of Business. The initial business address of the Company is 815 North Red Road, Suite 400, Miami, Florida 33126 or such other place or places as the Members may designate from time to time.

4.2 Registered Agent. The initial Registered Agent of the Company is Louis Stinson, Jr., 4675 Ponce de Leon Boulevard, Suite 305, Coral Gables, Florida 33146.

ARTICLE V MEMBERSHIP

5.1 Election. Membership shall be limited to a maximum of thirty-five (35) members. New Members may be admitted only upon the unanimous written consent of the initial Members and in accordance with these Articles of Organization, the Regulations of the Company and upon such other terms and conditions as shall be determined by all Members.

5.2 Transfer-Assignment. Membership in the Company may be transferred or assigned only upon the unanimous written approval of the Members. In the absence of such unanimous written approval, the transferee of the Interest of any Member shall not become a Member and shall have no right to participate in the management of the business and affairs of the Company, but shall be entitled to receive only the share of the profits or losses and the return of contributions to which that transferor Member would be entitled. Provided, notwithstanding the foregoing, upon the approval of the Members, provision can be made for transfer or assignment in an operating agreement.

5.3 Limited Liability. No Member, officer, manager or agent of the Company shall be liable under a judgment or decree, or order of a court, or in any other manner for a debt, obligation, or liability of the Company.

5.4 Indemnification. The Company shall indemnify any present or former Member, officer, agent, or manager exercising powers or duties of a Member, to the full extent now or hereafter permitted by Law.

ARTICLE VI CAPITAL

6.1 Initial Capital. The initial capital of the Company shall be Six Hundred Fifty Thousand (\$650,000) Dollars contributed by the initial Members as may be agreed among themselves. A Member's ownership in the Company shall be referenced to as a "Interest" or "Participation".

6.2 Additional Capital. Additional contributions to the capital of the Company shall be made upon an "as needed" basis as determined by the Members, and shall be made by unanimous vote of the Members' Participation or as may otherwise be agreed by unanimous vote of the Members' Participation .

ARTICLE VII

DISTRIBUTIONS

Each Member shall share in net profits or losses from the operation of the business of the Company, and in the distribution of the property of the Company in the same proportions as that Members' Participation, adjusted from time to time by reason of additional capital contribution, as may be agreed in the Regulations of the Company, or as otherwise agreed among the Members in an operating agreement.

ARTICLE VIII

ASSETS

8.1 **Title.** Real or personal property owned or purchased by the Company shall be held and owned, and conveyance shall be made, in the name of the Company.

8.2 **Conveyance.** Instruments and documents providing for the acquisition, mortgage, or disposition of property of the Company shall be valid and binding upon the Company, if they are executed by the Members or by an agent or manager duly appointed pursuant to these Articles of Organization and the Regulations of the Company.

ARTICLE IX

MANAGEMENT

9.1 **Powers.** The management of the Company shall be vested in the Members in proportion to their Participation in accordance with the provisions of Article 9.3. All Company powers shall be exercised, and the business and affairs of the Company shall be managed by and under the authority of the Members pursuant to an Operating Agreement among the Members regarding rights and duties of Members enumerated in these Articles of Organization and the Regulations of the Company.

9.2 **Agent or Manager.** Members may appoint one or more individuals or entities as limited agent(s) or manager(s) to facilitate the business of the Company. Such agent(s) or manager(s) shall act pursuant to specific revocable written instruction of limited duration. The name and address of the initial Managers of the Company shall be Jamsel J. Vedros, 80 S.W. 8th Street, Suite 2071, Miami, Florida 33130 and Donald S. Smith, 815 North Red Road, Suite 400, Miami, Florida 33126.

9.3 **Vote.** Decisions on all matters shall be by unanimous vote of the Members' Participation unless specified to the contrary herein, in the Regulations of the Company or as otherwise agreed by all the Members' Participation in an operating agreement. The vote

of each Member as set forth herein or in the Regulations of the Company shall be in proportion to the Participation of the Member.

ARTICLE X REGULATIONS

At the first meeting of the Members after the execution of these Articles of Organization the Members shall adopt Regulations containing provisions for the regulation and management of the affairs of the Company, not inconsistent with law or these Articles of Organization. The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Members.

ARTICLE XI AMENDMENT

These Articles of Organization, , may be amended at any time by the unanimous vote of the Members' Participation. These Articles of Organization shall be amended when:

- (1) there is a change in the name of the Company or in the amount or character of the contributions to capital;
- (2) there is a change in the character of the business of the Company;
- (3) there is a false or erroneous statement in these Articles of Organization;
- (4) there is a change in the time of dissolution of the Company as stated in these Articles of Organization;
- (5) the Members desire to make a change in any other statement in the Articles of Organization in order for it to accurately represent the agreement among them.


Any amendment shall be signed and sworn to by all Members and an amendment adding a new Member shall also be signed by the Member to be added. As a condition of membership all Members agree to execute such documents as may be required to effectuate duly authorized amendments to these Articles of Organization.

ARTICLE XII

NOTICE

All notices to the Members pursuant to these Articles of Organization shall be in writing delivered in person or, by certified mail, return receipt requested, or by telegram, facsimile or other electronic transmission to such address as may be given in writing by said Member.

IN WITNESS WHEREOF the undersigned, as Organizers hereby execute these Articles of Organization this 28th day of June, 1996.



Louis Stinson, Jr., Organizer


Merrilee S. Pitman, Organizer

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

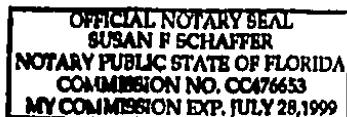
The foregoing instrument was acknowledged before me this 28th day of June, 1996, by Louis Stinson, Jr., who is personally known to me or has produced _____ as identification.

OFFICIAL NOTARY SEAL
SUSAN F. SCHAFFER
NOTARY PUBLIC STATE OF FLORIDA
COMMISSION NO. CC47,000
MY COMMISSION EXPIRES JULY 1997


(Signature of Notary Public)
Susan F. Schaffer
(Printed Name of Notary Public)
Notary Public State of Florida
My Commission Expires:

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 28th day of June, 1996,
by Merrilee S. Pitman, who is personally known to me or has produced
_____ as identification.

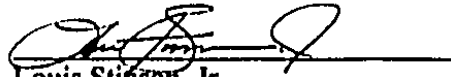


Susan F. Schaffer
(Signature of Notary Public)
Susan F. Schaffer
(Printed Name of Notary Public)
Notary Public State of Florida
My Commission Expires:

BIRD SQUARE PLAZA, L.C.
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

The undersigner¹ having been named Registered Agent to accept service of process for the above stated BIRD SQUARE PLAZA, L.C. at the place designated in this Certificate, the undersigned, Louis Stinson, Jr. does hereby accept to act in that capacity, and agrees to comply with the provisions of Florida Statutes relative thereto.

DATE: June 28, 1996.


Louis Stinson, Jr.
Registered Agent

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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