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MANUEL ALONSO-POCH P.A.

ATTORNEYS AT LAW

SUITE 1170

2100 PONCE DE LEON BOULEVARD

CORAL GABLES, FLORIDA 33134

AREA CODE (305) 448-4053

FAX (305) 443-0903

July 22, 1996

VIA FEDERAL EXPRESS

SECRETARY OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

ATTN: Judy Eure

Re: Filing Articles of Organization for
VILLA HABANA BIRD ASSOCIATES, L.C.

Dear Ms. Eure:

Enclosed please find the original Articles of Organization
for Villa Habana Bird Associates, L.C.

Also, enclosed is our check in the amount of \$122.50 which
represents your filing fees. A self-addressed pre-paid Federal
Express envelope is also enclosed for you convenience.

Your attention in this matter is greatly appreciated.

Sincerely,

MANUEL ALONSO-POCH, P.A.

Elizabeth D. Tannebaum
Elizabeth D. Tannebaum, Esq.

Enclosures
EDT/lt

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96 JUL 26 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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****337.50 ****337.50

2096-15395

B. REGISTER JUL 23 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 23, 1996

ELIZABETH D TANNEBAUM, ESQUIRE
2100 PONCE DE LEON BLVD
CORAL GABLES, FL 33134

SUBJECT: VILLA HABANA BIRD ASSOCIATES, L.C.
Ref. Number: W96000015395

We have received your document for VILLA HABANA BIRD ASSOCIATES, L.C. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are returning your check for \$122.50 to be replaced by one in the correct amount of \$337.50.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 196A00035475

MANUEL ALONSO-POCH P.A.

ATTORNEYS AT LAW
SUITE 1170
2100 PONCE DE LEON BOULEVARD
CORAL GABLES, FLORIDA 33134

AREA CODE (305) 440-4053
FAX (305) 443-0903

July 25, 1996

VIA FEDERAL EXPRESS

SECRETARY OF STATE
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

ATTN: Beth Register

Re: Filing Fees due for VILLA HABANA BIRD
ASSOCIATES, L.C. and PLAYHOUSE ASSOCIATES, L.C.

Dear Ms. Register:

Enclosed please find two checks for the filing fees for:

1. Villa Habana Bird Associates, L.C. in the amount of \$337.50.
2. Playhouse Associates, L.C. in the amount of \$215.00.

A self-addressed pre-paid Federal Express envelope is also enclosed for you convenience.

Your attention in this matter is greatly appreciated.

Sincerely,

MANUEL ALONSO-POCH, P.A.


Elizabeth D. Tannebaum, Esq.

Enclosures
EDT/lt

**ARTICLES OF ORGANIZATION
OF
VILLA HABANA BIRD ASSOCIATES, L.C.,
A FLORIDA LIMITED LIABILITY COMPANY**

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96 JUL 26 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this limited liability company shall be VILLA HABANA BIRD ASSOCIATES, L.C.

ARTICLE II

Duration

This limited liability company shall have a period of duration of thirty (30) years from the date of filing these Articles of Organization with the Florida Department of State, unless earlier terminated as provided by law.

ARTICLE III

Purpose

This limited liability company shall have the authority to engage in any activity or business permitted under the laws of the United States, the State of Florida, and the laws of any other jurisdiction wherein it may conduct business.

ARTICLE IV

Address

The address of the place of business of this limited liability company shall be:

10481 S.W. 40th Street
Miami, Florida 33165

ARTICLE V

Registered Agent

The name and address of the initial registered agent of this limited liability company shall be:

Felix Marquez
10481 S.W. 40th Street
Miami, Florida 33165

ARTICLE VI

Contributions

The amount of cash and the description and agreed value of other property contributed by the members to the capital of this limited liability company are:

Cash: \$ 75,000.00

Total Contributions to
Capital: \$ 75,000.00

ARTICLE VII

Additional Contributions

The members shall make additional capital contributions at such times and in such amounts as may from time to time be agreed upon by the consent of not less than fifty-one percent (51%) of the ownership in this company.

ARTICLE VIII

Additional Members

The members of this limited liability company may admit additional members only upon the consent of not less than fifty-one percent (51%) of the ownership interests of then existing members.

ARTICLE IX

Continuation of the Business

The remaining members of this limited liability company shall have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any other member of this limited liability company, or upon the occurrence of any other event which would terminate the continued membership of a member in this limited liability company.

ARTICLE X

Managers

This limited liability company shall initially have two (2) managers. Management of this limited liability company shall be vested in its managers, provided, however, that no debt shall be contracted nor liability incurred by or on behalf of this company except by written agreement signed on behalf of the company by no less than two (2) of its managers. The members may, from time to time and at any time, change the number of managers of this limited liability company by written agreement of the members holding not less than fifty-one percent (51%) of the ownership interests in this limited liability company, provided, however, that there shall always be at least one manager. The manager(s) need not be a citizen of the United States of America, or a resident of the State of Florida, or a member of the limited liability company. The names and addresses of the first managers to serve the first annual meeting of members or until their successors are elected and qualify are:

Name:

Address:

Felix Marquez

10481 S.W. 40th Street
Miami, Florida 33165

A vote of the members holding not less than fifty-one percent (51%) of the ownership interests of this limited liability company may terminate any existing manager(s) of the company.

ARTICLE XI

Regulations of the Company


The power to adopt, alter, amend, or repeal the Regulations of this limited liability company shall be vested in the members of the company and the vote shall be by the members holding not less than fifty-one percent (51%) of the ownership interests in the company.

ARTICLE XII

Voting

Votes of the members shall be in proportion to their contributions to the capital of the limited liability company, as adjusted from time to time to properly reflect any additional contributions or withdrawals. In the event of any conflict between the provisions of the regulations of this limited liability company and these Articles of Organization, the provisions of these Articles of Organization shall prevail.

The undersigned, being the initial subscribers of these Articles of Organization, for the purpose of forming a limited liability company pursuant to Chapter 608 of the Florida Statutes, do make, subscribe, acknowledge, and file these Articles of Organization hereby declaring and certifying that the articles herein stated are correct.



FELIX MARQUEZ

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, appeared FELIX MARQUEZ, Manager of VILLA HABANA BIRD ASSOCIATES, L.C., (X) who is personally known to me or () who produced _____ as identification, who did take an oath and acknowledged that they executed these Articles of Organization for the purposes herein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 18th day of July, 1996.



NOTARY PUBLIC, State of Florida

My commission expires: 4/17/2001

ACCEPTANCE OF APPOINTMENT BY
REGISTERED AGENT OF
VILLA HABANA BIRD ASSOCIATES, L.C.

Having been named as the Registered Agent for the above named company, I hereby agree to act in such capacity and to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Felix Marquez
FELIX MARQUEZ

Date: 7/18/96

FILED
JUN 26 AM 11:41
RECEIVED
TALLAHASSEE, FLORIDA

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