

L96000001197

Writer's Direct Line: 373-9420

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**ARTICLES OF ORGANIZATION
OF
MIRAMAR CENTER, L.L.C.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 12 PM 3:30

ARTICLE I - Name:

The name of the limited liability company is **MIRAMAR CENTER, L.L.C.** (the "Company").

ARTICLE II - Duration

The period of duration for the Limited Liability Company shall be 50 years.

ARTICLE III - Address

The mailing address and street address of the principal office of the Company is:

One Biscayne Plaza
100 South Biscayne Boulevard
Suite 1100
Miami, Florida 33131

ARTICLE IV - Management

The Company is to be managed by the members, and the name and address of the managing member is:

Tibor Hollo
One Biscayne Plaza
100 South Biscayne Boulevard
Suite 1100
Miami, Florida 33131

ARTICLE V - Admission of Additional Members

The members of the Company shall have the right to admit additional members by the unanimous consent of, and subject to the terms and conditions of, all the remaining members.

ARTICLE VI - Members Rights to Continue Business

The members of the Company shall not have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company unless the business of the Company is continued by the consent of all of the remaining members.

ARTICLE VII - Distributions and Allocations

At formation of the Company, Tibor Hollo contributed 80% of the capital contributions, Wayne Hollo 10% and Jerome Hollo 10%. No future capital contributions shall be made by the Members without their unanimous consent. If all Members unanimously consent to future capital contributions, such contributions shall be made as follows: Tibor Hollo 80%, Wayne Hollo 10% and Jerome Hollo 10%. All profits and losses shall be allocated as follows: Tibor Hollo 80%, Wayne Hollo 10% and Jerome Hollo 10%. Capital accounts shall be maintained for each Member by adding to his initial capital contributions both his future capital contributions and his share of profits, and by deducting both his future distributions and his share of losses. (However, allocations required by Code Sec. 704(c) shall be made as required and shall not affect Capital Accounts). Because the initial capital accounts, future capital contributions and profits and losses are anticipated to be shared Tibor Hollo 80%, Wayne Hollo 10% and Jerome Hollo 10%, it is likewise anticipated that capital accounts will at all times be in the ratio of Tibor Hollo 80%; Wayne Hollo 10% and Jerome Hollo 10%. All liquidating distributions shall be made in proportion to positive capital accounts.

IN WITNESS WHEREOF, I have hereunto affixed my hand, as a member of this Limited Liability Company on this 6th day of November, 1996.



Tibor Hollo, Member

AFFIDAVIT OF MEMBERSHIP OF CONTRIBUTIONS

A member of Miramar Center, L.L.C., deposes and says:

- 1) the above named Limited Liability Company has at least two members.
- 2) the total amount of cash contributed by the members is \$1,000.00.
- 3) the total amount of cash or property anticipated to be contributed by members is \$1,000.00. This total includes amount from Item 2 above.



Tibor Hollo, Member

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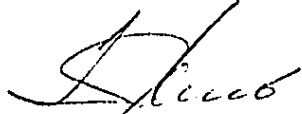
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is: Miramar Center, L.L.C.
2. The name and address of the registered agent and office is:

Tibor Hollo
One Biscayne Plaza
100 South Biscayne Boulevard
Suite 1100
Miami, Florida 33131

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, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Signature)

November 6 1996

(Date)