



THE UNITED STATES
CORPORATION
COMPANY

L97000001203

ACCOUNT NO. : 072100000032

REFERENCE : 581959 4303929

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 327.00

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97 OCT 29 PM 2:22

ORDER DATE : October 29, 1997

ORDER TIME : 10:44 AM

ORDER NO. : 581959-005

CUSTOMER NO: 4303929

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CUSTOMER: Esther J. Forbes, Legal Asst
GREENBERG TRAURIG HOFFMAN
LIPOFF ROSEN & QUENTEL, P. A.
21st Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC FILING

NAME: CP RETAIL HOLDINGS, L.L.C.

EFFECTIVE DATE:

XXXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

10/29/97
MPL

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**ARTICLES OF ORGANIZATION
OF
CP RETAIL HOLDINGS, L.L.C.**

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ARTICLE I - Name

The name of the Limited Liability Company is CP RETAIL HOLDINGS, L.L.C. (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 3250 Mary Street, 5th Floor, Miami, Florida 33133.

ARTICLE III - Duration

The Company shall exist for a period of no more than fifty (50) years from the date of filing these Articles of Organization, unless sooner dissolved in accordance with Florida law.

ARTICLE IV - Management

The business of the Company will be managed by a four person "Management Committee". The representatives on the Management Committee shall be elected annually by the members in the manner prescribed by and provided for in the Regulations of the Company. The representatives on the Management Committee shall also hold the offices and have responsibilities accorded to them by the members and as set forth in the Regulations of the Company. The name and address of the initial representatives on the Management Committee shall be as follows:

Mickey Arison
3655 N.W. 87th Avenue
Miami, FL 33178

Donald Lefton
3250 Mary Street
5th Floor
Miami, FL 33133

Howard Frank
3655 N.W. 87th Avenue
Miami, FL 33178

Sherwood Weiser
3250 Mary Street
5th Floor
Miami, FL 33133

ARTICLE V - Admission of Additional Members

Additional members may be admitted into the Company by the Management Committee.

ARTICLE VI - Members Rights to Continue Business

The remaining members of the Company may continue the business of the Company in the event of 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 Company.

ARTICLE VII - Registered Agent and Office

The street address of the Corporation's initial registered office is 1201 Hays Street, City of Tallahassee, County of Leon, State of Florida 32301, and the name of its initial registered agent at such office is Corporation Service Company.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of CP RETAIL HOLDINGS, L.L.C. hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415 or §608.507.

CORPORATION SERVICE COMPANY,
Registered Agent

By: Karen B. Rozar
Its: **Karen B. Rozar, As Its Agent**

Dated: 10 29, 1997.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of CP RETAIL HOLDINGS, L.L.C. deposes and says:

1. the above named Company has at least two members;
2. the total amount of cash contributed by the members is \$100;
3. the agreed value of property other than cash contributed by members is: \$ - 0 -
4. the total amount of cash or property anticipated to be contributed by members is \$100.
This total includes amount from 2 and 3 above.

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Signature of a member or authorized representative of a member

(In accordance with §608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.)