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1116-D Thomasville Road . Mount Vernon Square . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

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1.) Ninacorp LLC  
(CORPORATE NAME & DOCUMENT #)

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10.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

**SPECIAL INSTRUCTIONS**

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DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION  
of  
NINACORP LLC**

The undersigned initial members of NINACORP LLC, a Florida limited liability company formed hereunder (the "Company"), on behalf of the other members of the Company, hereby form a limited liability company under the laws of the State of Florida.

**ARTICLE I. COMPANY NAME**

The name of this Company is:

NINACORP LLC

**ARTICLE II. COMMENCEMENT AND TERM OF EXISTENCE**

In accordance with Section 608.409(1) of the Florida Limited Liability Company Act (the "Act"), the term of existence of the Company shall commence on May 27, 1998, and shall continue in perpetuity, unless otherwise dissolved pursuant to Article VIII of these Articles of Organization.

**ARTICLE III. MAILING ADDRESS OF COMPANY**

The mailing address of this Company is:

2222 Ponce de Leon Boulevard  
Coral Gables, Florida 33134  
Attn: Nina Meyer

**ARTICLE IV. STREET ADDRESS OF COMPANY**

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

2222 Ponce de Leon Boulevard  
Coral Gables, Florida 33134  
Attn: Nina Meyer

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**ARTICLE V. REGISTERED AGENT AND REGISTERED AGENT ADDRESS**

The registered agent and the street address of the registered agent of this Company in the State of Florida shall be:

Nina Meyer  
2222 Ponce de Leon Boulevard  
Coral Gables, Florida 33134

**ARTICLE VI. ADMISSION OF ADDITIONAL MEMBERS**

Pursuant to Section 608.4232 of the Act, the Company may admit additional members upon the affirmative vote of a majority of all of the members of the Company entitled to vote on this matter, which vote is taken at a duly called meeting of the members entitled to vote on this matter at which a quorum of such members exists, or by written consent of a majority of the members of the Company entitled to vote on this matter. Any new member that is approved by the existing members of the Company entitled to vote on this matter as set forth herein shall become a member of the Company upon payment of the contribution to the capital of the Company as established from time to time by the members entitled to vote on this matter, and upon such member's agreement to comply with these Articles of Organization, the Regulations and such other documents, statutes, rules, regulations or guidelines as the existing members entitled to vote on this matter may from time to time determine in their sole discretion.

**ARTICLE VII. RIGHT OF ASSIGNEE TO BECOME A MEMBER**

An assignee of a member's interest in the Company may become a member of the Company, and acquire the rights and powers and be subject to the restrictions and liabilities of a member of the Company, upon the affirmative vote of a majority of all of the members of the Company entitled to

vote on this matter (excluding the member seeking to transfer his or her interest in the Company), which vote is taken at a duly called meeting of the members entitled to vote on this matter at which a quorum of such members exists, or by written consent of a majority of the members of the Company, entitled to vote on this matter (excluding the member seeking to transfer his or her interest in the Company) as set forth in the Regulations, provided such assignment and admission of such assignee as a member complies with the terms and conditions of the Regulations of the Company.

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#### **ARTICLE VIII. DISSOLUTION OF COMPANY**

Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or upon the occurrence of any other event provided in the Regulations of the Company, the Company shall be dissolved unless the remaining members entitled to vote on this matter elect to continue the Company upon the affirmative vote of a majority of all of the members of the Company entitled to vote on this matter, which vote is taken at a duly called meeting of the members entitled to vote on this matter at which a quorum of such members exists, or by written consent of a majority of the members of the Company entitled to vote on this matter .

#### **ARTICLE IX. MANAGEMENT OF THE COMPANY**

The Company shall be managed by the members of the Company whose names are set forth below (the "Managing Members"):

Wayne M. Lampert  
Nina Meyer

ADDRESS FOR BOTH: 2222 Ponce de Leon Boulevard  
Coral Gables, Florida 33134

#### **ARTICLE X. RETURN OF CAPITAL**

No member shall have the right to demand the return of his, her or its contribution to capital except as provided in the Company's Regulations then in existence.

#### **ARTICLE XI. VOTING BY MEMBERS**

None of the members of the Company, other than the Managing Members and their successors in that position, shall be entitled to vote on any matters relating to the Company except to the extent and with respect to the matters for which voting rights are expressly granted to those other members by the Company's Regulations. The weighting of the vote of each member entitled to vote on a particular matter shall be determined in accordance with the provisions of the Regulations.

#### **ARTICLE XII. CONVERSION TO CORPORATION**

The Regulations may include provisions authorizing the Managing Members, or their successors in that position, in their judgment and discretion, to cause the Company to be merged, consolidated or converted into or reorganized as a business corporation organized under the laws of the State of Florida or any other jurisdiction.

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**ARTICLE XIII. AMENDMENT TO ARTICLES OF ORGANIZATION**

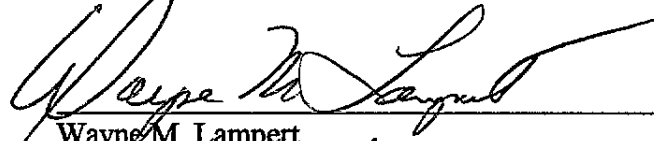
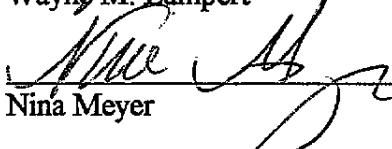
Members may adopt, alter, amend or repeal any provision of the Articles of the Organization upon the affirmative vote of a majority of all of the members of the Company entitled to vote on this matter, which vote is taken at a duly called meeting of the members entitled to vote on this matter at which a quorum of such members exists, or by written consent of a majority of the members of the Company entitled to vote on this matter.

**ARTICLE XIV. AMENDMENT OF REGULATIONS**

Pursuant to Section 608.423(1) of the Act, the members of the Company may adopt, alter, amend or repeal any provision of the Regulations upon the affirmative vote of a majority of all of the members of the Company entitled to vote on this matter, which vote is taken at a duly called meeting of the members entitled to vote on this matter at which a quorum of such members exists, or by written consent of a majority of the members of the Company entitled to vote on this matter.

IN WITNESS WHEREOF, the undersigned initial member has executed the foregoing Articles of Organization as of this 27<sup>th</sup> day of May, 1998.

**INITIAL MEMBERS:**

  
Wayne M. Lampert  
  
Nina Meyer

**CERTIFICATE ACCEPTING DESIGNATION AS  
AN AGENT UPON WHOM SERVICE OF PROCESS WITHIN  
THIS STATE MAY BE SERVED**

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The following is submitted pursuant to Sections 608.415 of the Florida Limited Liability  
Company Act:

Having been appointed registered agent of NINACORP LLC in its Articles of Organization,  
at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this  
capacity and affirms that she is familiar with, and accepts the obligations of such position.

  
Nina Meyer

Dated: May 27, 1998.

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**AFFIDAVIT OF CAPITAL CONTRIBUTIONS**

Pursuant to Section 608.407(2) of the Florida Limited Liability Company Act, the undersigned, as the initial members of NINACORP LLC, a Florida limited liability company (the "Company"), upon being duly sworn, certify the following:

1. The Company has at least two members.
2. As of the date hereof, the amount of capital contributions to the Company made by members is as follows:

\$10,000.00

3. The anticipated amount of additional capital contributions to the Company made by the members will be as follows:

\$1,250,000.00

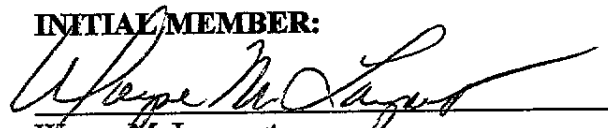

4. There have been no contributions to the Company made by the members other than cash contributions.

FURTHER AFFIANTS SAYETH NOT.

Under penalties of perjury, the undersigned, as the initial members of the Company, declare that they have read the foregoing and that the facts alleged are true, to the best of their knowledge and belief.

DATED: May 27, 1998.

INITIAL MEMBER:

  
Wayne M. Lampert  
  
Nina Meyer

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