

JUN-14-98 22:55 From:AKERMAN SENTERFITT

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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000
FROM: AKERMAN, SENTERFITT & EIDSON, P.A. ACCT#: 075471001363
CONTACT: ANGELICA MARIA CALABRESE
PHONE: (305)374-5600 FAX #: (305)374-5095

NAME: M/M FI DEVELOPMENT, L.L.C.
AUDIT NUMBER.....H98000011063
DOC TYPE.....LIMITED LIABILITY COMPANY
CERT. OF STATUS..0 PAGES..... 3
CERT. COPIES.....1 DEL.METHOD.. FAX
EST.CHARGE.. \$337.50

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AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

** ENTER 'M' FOR MENU. **

ENTER SELECTION AND <CR>:

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NOTE: MANAGER OF THIS LIMITED LIABILITY COMPANY IS BEING FORMED AND FILED TODAY.

15th

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TALLAHASSEE, FLORIDA
CM

**ARTICLES OF ORGANIZATION
FOR
FLORIDA LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is: **M/M FI DEVELOPMENT, L.L.C.**

**ARTICLE II
ADDRESS**

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

**676 N. Michigan Avenue, Suite 3900
Chicago, IL 60601**

**ARTICLE III
DURATION**

The period of duration for the Limited Liability Company shall be:

Perpetual

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by a manager or managers and the name and address of such manager who is to serve as manager is:

**M/M FI Development, Inc.
676 N. Michigan Avenue, Suite 3900
Chicago, IL 60601**

Prepared by:
David Ristaino
Akerman, Senterfitt & Eidson, P.A.
One S.E. 3rd Avenue, 28th Floor
Miami, Florida 33131
(305) 374-5600
Florida Bar No.0135216

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of

M/M FI DEVELOPMENT, 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 member(s) is \$10,000.00.
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$0.00
A description of the property is attached and made a part hereto.
- 4) the amount of cash or property anticipated to be contributed by member(s) is \$10,000.00.
This total includes amounts from 2 and 3 above.

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TALLAHASSEE, FLORIDA

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David C Ristaino
 David Ristaino
 Authorized representative of a member

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

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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 SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the Corporation is:
M/M FI DEVELOPMENT, L.L.C.
- 2. The name and address of the registered agent and office is:
**American Information Services, inc.
One S.E. 3rd Avenue
28th Floor
Miami, Florida 33131**

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Having been named as registered agent and to accept service of process for the above stated limited liability company at the place desi 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.

Angelica M. Calabrese
Angelica M. Calabrese, Vice President

June 12, 1998
(Date)