



THE UNITED STATES
CORPORATION
COMPANY

L98000001025

ACCOUNT NO. : 072100000032

REFERENCE : 887067 4340059

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 346.25

ORDER DATE : July 10, 1998

ORDER TIME : 2:06 PM

ORDER NO. : 887067-005

CUSTOMER NO: 4340059

CUSTOMER: Toni Clark, Legal Assistant
KELLEY DRYE & WARREN, LLP

2400 Miami Center
201 South Biscayne Boulevard
Miami, FL 33131-2399

700002585647--0

DOMESTIC FILING

NAME: CHE PROPERTIES, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

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98 JUL 10 PM 3:25

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File 1st

OK 7/10/98

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

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**ARTICLE I
NAME**

The name of the Limited Liability Company is:

CHE PROPERTIES, L.L.C.

**ARTICLE II
ADDRESS**

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

First Union Financial Center
200 South Biscayne Blvd., 47th Floor
Miami, Florida 33131

**ARTICLE III
PURPOSE**

The purpose for which the Limited Liability Company is formed is to engage in any lawful acts or activities for which limited liability companies may be formed under Chapter 608 of the Statutes of the State of Florida.

**ARTICLE IV
DURATION**

The period of duration for the Limited Liability Company shall be seventy-five (75) years.

**ARTICLE V
MANAGEMENT**

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

Dean Colson
First Union Financial Center
200 South Biscayne Blvd., 47th Floor
Miami, Florida 33172

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ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

New members may be admitted by the unanimous vote and upon such terms as the then current members of the limited liability company may determine at the time of the application by or on behalf of a proposed new member.

ARTICLE VII
MEMBERS' RIGHTS TO CONTINUE BUSINESS

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

ARTICLE VIII
INDEMNIFICATION

(A) The Company shall indemnify any person who is or was a party, or who is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, including all appeals, by reason of the fact that he or she is or was a member, managing member or employee of the Company, or is or was serving at the request of the company as a director, trustee, officer or employee of another limited liability company, corporation, partnership, joint venture, trust or other enterprise, against any and all expenses (including reasonable attorneys' fees), judgments, decrees, fines, penalties and amounts paid in settlement, which were actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if he or she acted in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company, and, with respect to any criminal action or proceeding, he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or at least not opposed to, the best interests of the company.

(B) The foregoing indemnification shall not apply in the case of an action, suit or proceeding instituted by one or more members of the company, if the claim, matter or issue

raised therein is determined by a court of competent jurisdiction to have resulted from the negligence of misconduct of the member(s) seeking indemnification; provided, however, that such indemnification shall nonetheless apply if, in view of all of the circumstances of the case, such court shall determine that such member(s) is/are fairly and reasonably entitled to indemnification, with respect to such expenses, judgments, decrees, fines, penalties and amounts paid in settlement as determined by the court.

(C) Expenses of each person indemnified hereunder, incurred in defending against a civil, criminal, administrative or investigative action, suit or proceeding (including all appeals), or threat thereof, may be paid by the company in advance of the final disposition of such action, suit or proceeding, as authorized by a majority in interest of the members, upon receipt of an undertaking by such person to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation.



Dean Colson, Member

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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CHES

The undersigned member or authorized representative of a member of
PROPERTIES, 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. If any, the agreed value of property other
than cash contributed by members 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 members is: \$1,000.00

5. The total amounts of 2, 3 and 4 is: \$1,000.00



Dean Colson, 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.)

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

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PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.508
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS
THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OF-
FICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: **CHE PROPERTIES,
L.L.C.**

2. The name and address of the registered agent and office is:

**Dean Colson
First Union Financial Center
200 S. Biscayne Boulevard, 47th Floor
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.*



Dean Colson, Member

Date: July 8, 1998