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* Of Counsel

July 16, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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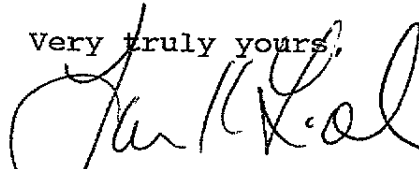
Re: Articles of Organization for
MIAMI ONE CENTRE HOLDINGS, L.C.
Our File No. 90592.064

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Organization and Affidavit of Membership and Contribution for the above referenced limited liability company.

I am also forwarding to you a check in the amount of \$337.50 which covers the cost of filing the limited liability company and supplying a certified copy of the Articles, which I would appreciate you forwarding to the undersigned. Your assistance in this matter is greatly appreciated.

Very truly yours,



Larissa K. Lincoln
Legal Assistant

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enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 20 AM 11:02

Larissa Lincoln = GAVE
AUTHORIZATION BY PHONE TO
CORRECT Affidavit
DATE 7-21-98
DOC. EXAM mjt

Name	mjt
Availability	mjt
Document Examiner	mjt
Updater	mjt
Updater Verifier	mjt
Acknowledgement	mjt
W. P. Verifier	mjt

7/11-867

**ARTICLES OF ORGANIZATION OF
MIAMI ONE CENTRE HOLDINGS, L.C.**

The undersigned hereby forms and establishes a limited liability company pursuant to Chapter 608, Florida Statutes as follows:

ARTICLE I

The name of this limited liability company is MIAMI ONE CENTRE HOLDINGS L.C.

ARTICLE II

This limited liability company shall have perpetual existence from the date of filing these Articles with the Department of State unless sooner terminated as provided in the Operating Agreement.

ARTICLE III

The mailing address and street address of the principal place of business of this limited liability company is 1800 Corporate Blvd. NW, Ste #300, Boca Raton, Florida 33431. This limited liability company may, at its discretion, change the address of its principal place of business.

ARTICLE IV

The name and street address of the initial registered agent of this limited liability company is FRED C. COHEN, 712 U.S. Highway One, Suite 400, North Palm Beach, Florida 33408.

ARTICLE V

The management of this limited liability company shall be vested in the members who shall serve until the first annual meeting of the members or until their successors have been duly elected and qualified as provided in the Operating Agreement. The name and mailing address of the members are:

Morris L. Stoltz, II	Ned L. Siegel	Barry W. Florescue
301 Yamato Rd., #3101	1800 Corporate Blvd. NW	701 SE 6th Ave., Ste 204
Boca Raton, FL 33431	Boca Raton, FL 33431	Delray Beach, FL 33848

ARTICLE VI


Additional members may be admitted to this limited liability company upon such terms and conditions as shall be established by the members.

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ARTICLE VII

The business of this limited liability company shall be dissolved 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 this limited liability company, unless all the managers, if any, and a majority in interest of the remaining members consent to the continuation of the business of the limited liability company within ninety (90) days of the occurrence of any event which would otherwise terminate the existence of this limited liability company.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 16th day of July, 1998.

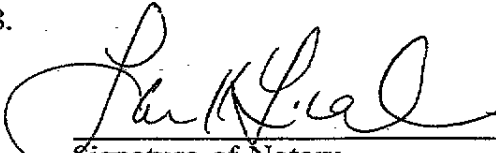

ERIC M. SAUERBERG,
Authorized Representative

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DIVISION OF CORPORATIONS
98 JUL 20 AM 11:02

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this ____ day of January, 1998, by ERIC M. SAUERBERG, who is personally known to me or who has produced Florida State Driver's License Number _____ as identification and who did () or did not () take an oath.

Executed this 16th day of July, 1998.

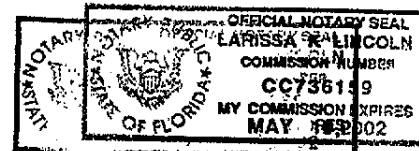


Signature of Notary

Printed Name:

My Commission Expires:

My Commission Number:



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**CERTIFICATE DESIGNATING REGISTERED
OFFICE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.061 and Chapter 608.407 Florida Statutes, the following is submitted:

That MIAMI ONE CENTRE HOLDINGS, L.C., a Florida limited liability company, with its registered office at 1800 Corporate Blvd. NW, Ste #300, Boca Raton, Florida 32174, has named FRED C. COHEN at 712 U.S. Highway One, Ste 400, North Palm Beach, Florida 33408 as its initial registered agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named registered agent to accept service of process for the above-stated limited liability company at the place designated in this Certificate, I hereby accept to act in such capacity and agree to comply with the applicable provisions of law.

By: 
FRED C. COHEN,
Registered Agent

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 16th day of July, 1998, by FRED C. COHEN, who is personally known to me or who has produced Florida State Driver's License Number _____ as identification and who did () or did not () take an oath.

Executed this 16th day of July, 1998.



Signature of Notary
Printed Name:
My Commission Expires:
My Commission Number:

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**AFFIDAVIT OF
MIAMI ONE CENTRE HOLDINGS, L.C.**

COMES NOW MIAMI ONE CENTRE HOLDINGS, L.C., a Florida limited liability company (the "LC"), by an authorized representative, ERIC M. SAUERBERG, which, pursuant to Florida Statute Section 608.407(2) deposes and says:

1. The LC has at least two members.
 2. The amount of capital contributions of the members is one hundred dollars (\$100.00).
 3. The anticipated amount of the capital contributions of the members is one hundred dollars (\$100.00).
 4. No property has or is anticipated to be contributed.
- FURTHER AFFIANT SAYETH NOT.


Dated: July 16th, 1998.


ERIC M. SAUERBERG,
Authorized Representative

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 16th day of July, 1998, by ERIC M. SAUERBERG, who is personally known to me or who has produced Florida State Driver's License Number _____ as identification and who did () or did not () take an oath.

Executed this 16th day of July, 1998.


Signature of Notary
Printed Name:
My Commission Expires:
My Commission Number:

