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JUL-27 09:34AM FROM: AKERMAN, SENTERFITT & EIDSON, P.A.

T-167 P.01/12 F-729

7/27/98

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((H98000013483 6))

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FROM: AKERMAN, SENTERFITT & EIDSON, P.A.
CONTACT: ANGELICA MARIA CALABRESE
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NAME: FISHER ISLAND CAPITAL, LLC

AUDIT NUMBER.....H98000013483

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 3

CERT. COPIES.....1

DEL.METHOD.. FAX

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

**ARTICLE I
NAME**

The name of the Limited Liability Company is: **FISHER ISLAND CAPITAL, LLC**

**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 C. 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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**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:
FISHER ISLAND CAPITAL, LLC
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**

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.


Angelica M. Calabrese, Vice President

July 21, 1998
(Date)

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of

FISHER ISLAND CAPITAL, LLC

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.


David C. Ristaino
Authorized representative of a member

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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.