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Division of Corporations

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*Sylvia Batista*  
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**LIMITED LIABILITY COMPANY**

**New Town LLC**

Certificate of Status	1
Certified Copy	1
Page Count	03
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**ARTICLES OF ORGANIZATION  
OF  
NEW TOWN LLC**

Under Section 608.407 of the Florida Limited Liability Company Act.

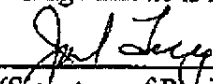
The undersigned, acting as the organizer and initial managing member (the "Managing Member") of the limited liability company (the "Company") hereby being formed under Section 608.407 of the Florida Limited Liability Company Act (the "Act"), certifies that:

**FIRST:** The name of the Company is New Town LLC.

**SECOND:** The term of the Company shall commence upon the date of filing of these Articles of Organization with the Department of State of the State of Florida and shall thereafter be perpetual.

**THIRD:** The mailing address and street address of the Company is 1400 Northwest 107<sup>th</sup> Avenue, Miami, Florida 33172-2704.

**FOURTH:** The name and address of the Registered Agent for service of process is Joel Levy, 1400 Northwest 107<sup>th</sup> Avenue, Miami, Florida 33172-2704, who has signed below to acknowledge that he is familiar with and accepts the obligations of that position.

  
(Signature of Registered Agent)

**FIFTH:** One or more additional members may be admitted to the Company with the prior written consent of the current members.

**SIXTH:** If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy or upon the occurrence of any other event which terminates the continued membership of a member of the Company, the remaining members of the Company may, by unanimous written consent, continue the business of the Company.

**SEVENTH:** The Company is to be managed by its Managing Member. The Managing Member of the Company is Michael M. Adler, a resident of Florida, whose business address is 1400 Northwest 107<sup>th</sup> Avenue, Miami, Florida 33172-2704. The Managing Member will have sole, exclusive and complete discretion in the management and control of the business of the Company and will make all decisions affecting the business, including, but not limited to, spending the Company's funds, acquiring assets, incurring debt on behalf of the Company for borrowed money or otherwise, and the mortgaging or pledging of Company assets for the repayment of such debt.

Prepared by Seth P. Joseph, Esq.  
Florida Bar No. 0286656  
Stroock & Stroock & Lavan LLP  
Suite 3300, 200 S. Biscayne Blvd.  
Miami, FL 33131

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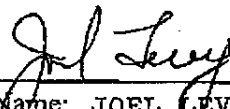
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The Managing Member will have full power and authority to execute and deliver in the name of and on behalf of the Company such documents or instruments as the Managing Member deems appropriate for the conduct of the Company's business in accordance with this Agreement. No person, firm or corporation dealing with the Company will be required to inquire into the authority of the Managing Member to take any action or make any decision.

IN WITNESS WHEREOF, I have subscribed these Articles and do hereby affirm the foregoing as true under the penalties of perjury, this 28 day of October, 1998.

  
Name: JOEL LEVY  
Title: EXECUTIVE VICE-PRESIDENT

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**AFFIDAVIT OF MEMBERSHIP AND CAPITAL CONTRIBUTIONS**

BEFORE ME appeared the undersigned, being the managing member of New Town LLC, a Florida limited liability company, hereinafter referred to as the "Company," who upon being sworn, certified that: (i) the Company has at least one member; (ii) no non-cash property has been contributed to the Company by any member; (iii) the amount of cash heretofore contributed by the members of the Company is \$100.00; and (iv) no additional cash or non-cash contributions by the members are anticipated hereafter.

Dated: October 28, 1998

**FURTHER AFFLANT SAYETH NOT.**

*Under penalties of perjury I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.*

MANAGING MEMBER:

Joel Levy  
Name: JOEL LEVY  
Title:

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COUNTY OF DADE

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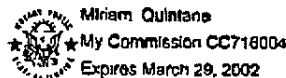
BEFORE ME, the undersigned officer, a Notary Public authorized to administer oaths and to take acknowledgments in and for the State and County set forth above, personally appeared Joel Levy, who is known to me and known by me to be the person who executed the foregoing Affidavit of Membership and Capital Contributions to New Town LLC (the "Company"), or who presented \_\_\_\_\_ as identification, and he acknowledged to me and before me that he executed this Affidavit as \_\_\_\_\_ of the Company.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 28 day of October, 1998.

(SEAL)

Miriam Quintana  
Notary Public, State of Florida

My commission expires:



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