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((H98000022099 9)))

TO: DIVISION OF CORPORATIONS

FAX #: (850) 922-4003

FROM: HOLLAND & KNIGHT OF MIAMI
CONTACT: STEVEN H HAGEN
PHONE: (305) 374-8500

ACCT#: 072203000603

FAX #: (305) 789-7799

NAME: M2 REALTY, LLC

AUDIT NUMBER.....H98000022099

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 86

CERT. COPIES.....1

DEL.METHOD.. FAX

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** ENTER 'M' FOR MENU. **

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FROM

(WED) 11. 25' 98 13:05/ST. 13:04/NO. 4261574672 P 2

FAX AUDIT NO.: H98000022099 9

M² REALTY, LLC

ARTICLES OF ORGANIZATION

The undersigned, being a duly authorized representative of a member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act (the "Act"), Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is M² REALTY, LLC (the "Company").

ARTICLE II. ADDRESS

The principal office and mailing address of the Company is:

701 Brickell Avenue, Suite 3000
Miami, Florida 33131

ARTICLE III. DURATION AND CONTINUATION

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Regulations, (ii) by the unanimous written agreement of all Members, (iii) by the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member, or (iv) upon the occurrence of any other event which terminates the continued membership of a Member. However, upon any such termination event, the existence and business of the Company may be continued with the consent of a majority of the remaining Members of the Company, or by amendment of these Articles of Organization providing for the continued existence of the Company.

This instrument was prepared by:
Stuart K. Hoffman, Esq.
Fla Bar No.: 0186851
Holland & Knight LLP
701 Brickell Avenue, Suite 3000
Miami, FL 33131
Tel: 305-374-8500
Fax: 305-789-7799

FAX AUDIT NO.: H98000022099 9

98 NOV 25 PM 2:00
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FROM

(WED) 11. 25' 98 13:05/ST. 13:04/NO. 4261574672 P 3

FAX AUDIT NO.: H98000022099 9

ARTICLE IV. PURPOSE

The Company is organized to manage, maintain, operate, improve and lease real property and the improvements thereon as well as all activities necessary or incidental thereto. The Company also is organized to transact all lawful activities and businesses that may be conducted under the Act.

ARTICLE V. REGISTERED AGENT AND OFFICE

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Intrastate Registered Agent Corporation the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE VI. ADDITIONAL MEMBERS

Additional Members may be admitted upon the approval of a majority of the Members of the Company, upon the written application of such new Member, in the manner set forth in the Regulations of the Company.

ARTICLE VII. MANAGEMENT

The Company shall be conducted, carried on, and managed by no less than one (1) Manager, who shall be elected annually by the Members of the Company in the manner prescribed by and provided in the Regulations of the Company. Such Managers shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager is as follows:

Ira Levenshon

c/o 1401 Brickell Avenue
Suite 630
Miami, Florida 33131

Such Manger shall serve in such capacity until the first annual meeting of the Members or until its successors are duly elected and qualified.

FROM

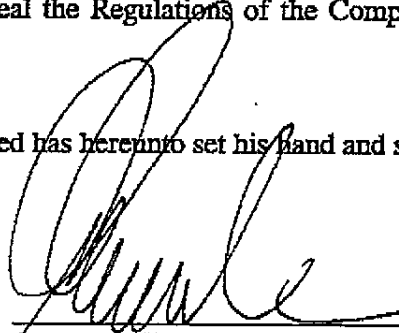
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FAX AUDIT NO.: H98000022099 9

ARTICLE VIII. REGULATIONS

The power to adopt, alter, amend, or repeal the Regulations of the Company shall be vested in the Members of the Company.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 25th day of November, 1998.

A handwritten signature in black ink, appearing to read 'Stuart K. Hoffman', is written over a horizontal line.

Stuart K. Hoffman

Duly Authorized Representative of a Member

FROM

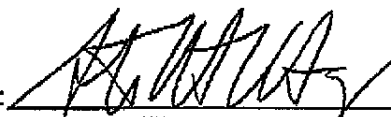
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FAX AUDIT NO.: H98000022099 9

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that it is familiar with, and accepts, the obligations of such position.

INTRASTATE REGISTERED AGENT
CORPORATION

By: 
Steven H. Hagen, Vice President

Dated: November 25, 1998

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MIA4-676931

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(WED) 11. 25' 98 13:05/ST. 13:04/NO. 4261574672 P 6

FAX AUDIT NO.: H98000022099 9

AFFIDAVIT

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I, Stuart K. Hoffman, a duly authorized representative of a member of M² REALTY, LLC, being first duly sworn, deposes and says:

1. That I am a duly authorized representative of a member of M² REALTY, LLC, a Florida limited liability company (the "Company");
2. That the Company has at least two members;
3. That the members of the Company have contributed \$100.00 to the capital of the Company; and
4. That the members of the Company are expected to contribute no additional capital to the Company.
5. That the agreed value of property other than cash contributed by members is \$0.

And further affiant sayeth not.


Stuart K. Hoffman

Duly Authorized Representative of a Member

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The foregoing instrument was acknowledged before me this 25th day of November, 1998, by Stuart K. Hoffman who is personally known to me and who did not take an oath.



Kim M. Lucas
MY COMMISSION # 00590899 EXPIRES
October 6, 2000
BONDED THRU TROY FARM INSURANCE, INC.


Notary Public--State of Florida

Print Notary Name:

My Commission Number is:

My Commission Expires:

MIAA-676931

FROM

(WED) 11.25'98 13:06/ST. 13:04/NO. 4261574672 P 7
Fax Audit No. H98000022099 9

AFFIDAVIT OF IRA M. LEVENSHON

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

Ira M. Levenshon, being duly sworn on oath deposes and says:

1. That he is the President of M² REALTY CORPORATION, a Florida corporation filed with the Florida Department of State on August 13, 1992 with charter number V57235 (the "Corporation").

2. That he as President of the Corporation is familiar with the business activities of the Corporation.

3. That the Corporation authorizes the formation of M² REALTY, LLC.

4. That the same individuals who work in connection with the Corporation shall be the same individuals who will be working in connection with M² REALTY, LLC.

Dated as of this 24 day of November, 1998.


Ira M. Levenshon

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DIVISION OF CORPORATIONS

STATE OF FLORIDA)
):SS:
COUNTY OF MIAMI-DADE)

November The foregoing instrument was sworn to and acknowledged before me this 24 day of November, 1998, by Ira M. Levenshon. He is personally known to me or produced as identification and he did not take an oath.

[SEAL]


Notary Public - Florida



Stuart K. Hoffman
MY COMMISSION # GC498242 EXPIRES
October 5, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

Fax Audit No. H98000022099 9