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LIMITED LIABILITY COMPANY

BAC THE FALLS L.L.C.

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**ARTICLES OF ORGANIZATION
OF
BAC THE FALLS L.L.C.**

ARTICLE I

The name of this limited liability company shall be: BAC THE FALLS L.L.C.

ARTICLE II

This Limited Liability Company shall exist for a period of 50 years from the date of filing the Articles of Organization with the Florida Secretary of State, unless sooner dissolved by resolution of the members or as provided by statute.

ARTICLE III

This Limited Liability Company is created for the purpose of transacting any legal and lawful business pursuant to the Florida Limited Liability Company Act.

ARTICLE IV

The place of business and the mailing address of this Limited Liability Company shall be 9000 S.W. 152nd Street, Suite 106, Miami, Florida 33157, or such other place or places as the Manager may from time to time determine.

ARTICLE V

The initial amount of capital contributions (including cash and a description of the agreed value of property) is \$246,000, which will be contributed by the members. Additional contributions will be made at such times and in such amounts as may be agreed by the members.

Donald E. Kubit, Esq.
Fowler, White, Burnett, Hurley, Banick & Strickroot, P.A.
100 S.E. 2nd Street, Suite 1700,
Miami, Florida 33131-1101
Phone: (305) 789-9200
Florida Bar No. 193056

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ARTICLE VI

The Limited Liability Company will be managed by a Manager, who may or may not be a member, who shall be elected annually by the members and who shall serve until the next annual meeting of members or until its successor is elected and shall qualify. The Manager shall exercise the powers granted to it by the members as set forth from time to time in the Regulations of the Limited Liability Company, and shall serve at the pleasure of the members, who may remove the Manager at any time by majority vote. The name and address of the initial Manager is:

JAPPAH MANAGEMENT L.L.C., a Florida limited liability company, whose address is 9000 S.W. 152nd Street, Suite 106, Miami, Florida 33157,

ARTICLE VII

The members reserve the right to admit additional members by unanimous agreement of the members as to the admission of, and the consideration to be paid by, such new members, and subject to the terms and conditions of the Limited Liability Company's Regulations.

ARTICLE VIII

The Limited Liability Company will continue on the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or occurrence of any event which terminates the continued membership of a member in the Limited Liability Company (collectively, "Withdrawal"), as long as there is at least one remaining member, and the remaining member(s) do not adopt a unanimous resolution not to continue the Limited Liability Company within 90 days after the Withdrawal of a member.

ARTICLE IX

A member's interest in the Limited Liability Company is not subject to assignment or transfer without the unanimous consent of the members, provided, however, that even absent such consent, a member's interest may pass by operation of law, or by inheritance without limitation as to the recipient, or by gift to such member's descendant(s) or spouse. Any member who shall be desirous of selling or otherwise transferring his share and interest in the Limited Liability Company other than by inheritance or by gift as set forth in the preceding sentence shall obtain the consent of all other members in writing prior to such transfer.

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ARTICLE X

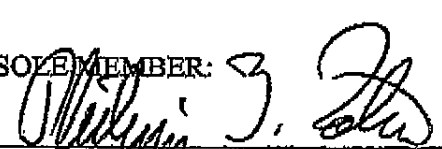
These Articles may be amended only by a unanimous vote of the members.

ARTICLE XI

The street address of the Limited Liability Company's initial registered office is 100 S.E. 2nd Street, 17th Floor, Miami, Florida 33131. The name of the initial registered agent at such office is Donald E. Kubit, Esq.

IN WITNESS WHEREOF, THE PARTIES HERETO HAVE EXECUTED THESE ARTICLES OF ORGANIZATION.

SOLE MEMBER:


Philipp J. Zahn

FEDERAL REPUBLIC OF GERMANY)

CITY OF MUNICH)

I, the undersigned, an American Consul of the United States of America in the Federal Republic of Germany, hereby certify that Philipp J. Zahn, whose name in his capacity as Member of BAC THE FALLS L.L.C. is signed to the foregoing instrument acknowledged before me on this day that he, in his aforesaid capacity, executed the same voluntarily for the purposes therein expressed on this ____ day of _____, 1998.

Given under my hand and seal of office this ____ day of _____, A.D., 1998.

(seal)

Consul of the United States of America

SEE ATTACHED

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OPTIONAL FORM 175
(FORMERLY FS-88)
MARCH 1975
DEPT. OF STATE
50175-101

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Certificate of Acknowledgment of Execution of an Instrument

(Country) _____
 FEDERAL REPUBLIC OF GERMANY }
 (Country and/or other political division) }
 LAND BAVARIA }
 CITY OF MUNICH } SS
 CONSULATE GENERAL OF THE }
 UNITED STATES OF AMERICA } SS:
 (Name of foreign service office) _____
 I, Glen Keiser
American Consul
of the United States of America at Munich, Bavaria, Germany
duly commissioned and qualified, do hereby certify that on this 14th
day of December 1998, before me personally appeared PHILIPP JOHANNES ZAEN
(DATE)
WHO ACKNOWLEDGED HIMSELF TO BE A MEMBER OF BAC THE FALLS L.L.C

 to me personally known, and known to me to be the individual—described in, whose
 name is subscribed to, and who executed the annexed instrument, and being
 informed by me of the contents of said instrument he duly acknowledged to me
 that he executed the same freely and voluntarily for the uses and purposes therein
 mentioned.

{SEAL}

In witness whereof I have hereunto set my hand and
 official seal the day and year last above written.

Glen Keiser
 Glen Keiser
 American Consul
 of the United States of America.

NOTE.—Wherever practicable all signatures to a document should be included in one certificate.

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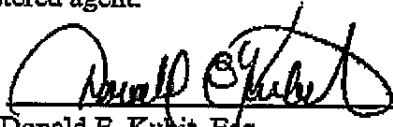
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**ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT**

Having been named as registered agent for the above-named Limited Liability Company at the place designated in these Articles of Organization, 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.


Donald B. Kubit, Esq.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

FEDERAL REPUBLIC OF GERMANY
 LAND BAVARIA
 CITY OF MUNICH
 CONSIDERED A GENERAL OFFICE GERMANY
 UNITED STATES OF AMERICA

BEFORE ME, the undersigned authority personally appeared Philipp J. Zahn who, upon being duly sworn, deposes and says as follows:

1. The above-named limited liability company has one (1) member.
2. The total amount of cash contributed by the member is \$0.
3. If any, the agreed value of property other than cash contributed by the member is \$246,000.
4. The amount of cash or property anticipated to be contributed by the member is \$0.
5. The total amount of items 2, 3 and 4 is \$246,000.

FURTHER AFFLIANT SAYETH NAUGHT.

Philipp J. Zahn
 Philipp J. Zahn, Sole Member

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The Foregoing Affidavit of Membership and Contributions was sworn to and subscribed before me, the undersigned, an American Consul of the United States of America in the Federal Republic of Germany, by Philipp J. Zahn, whose name is signed to the foregoing Affidavit of Membership and Contributions as the Sole Member of BAC THE FALLS L.L.C., and who acknowledged before me on this day that he, in his aforesaid capacity, executed the same voluntarily for the purposes therein expressed on this ____ day of _____, 1998.

Given under my hand and seal of office this ____ day of _____, A.D., 1998.

 Consul of the United States of America

Subscribed and sworn to before me

this ____ day of **DEC 14 1998**

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Glen Keiser
 Glen Keiser
 American Consul

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**Exhibit to Affidavit of Contributions to
BAC THE FALLS L.L.C.**

The property referred to in paragraph 3 of the forgoing Affidavit of Contributions consists of real estate located in Miami-Dade County, Florida having a street address of 8941 S.W. 136 Street, Miami, FL.

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