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LIMITED LIABILITY COMPANY

Sea Breeze Developers, LLC

Name Availability	
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**ARTICLES OF ORGANIZATION  
OF  
SEA BREEZE DEVELOPERS, LLC**

**ARTICLE I - Name**

The name of the Limited Liability Company is SEA BREEZE DEVELOPERS, LLC.

**ARTICLE II - Address**

The mailing address and street address of the principal office of the Limited Liability Company is 16400 Collins Avenue, Miami Beach, Florida 33160.

**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(s) and address(es) of such manager(s) who is/are to serve as manager(s) is/are:

Gerti Kleikamp, Manager  
16400 Collins Avenue  
Miami Beach, Florida 33160

Gerald R. Pankow, Manager  
16400 Collins Avenue  
Miami Beach, Florida 33160

**ARTICLE V - Admission of Additional Members**

The remaining members may admit additional members upon the written consent of all such remaining members.

**ARTICLE VI - Members Rights to Continue Business**

The remaining members may continue the business 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 the limited liability company if the remaining members unanimously consent to such continuation.

Michael Steven Greene  
J. Kerman Spaeder et al  
31 S. Biscayne Blvd., Suite 900  
Miami, FL 33131  
305)579-0110  
Florida Bar No.: 293441

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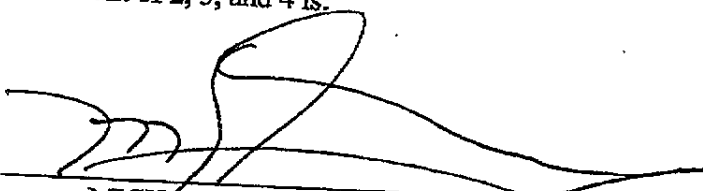
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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The Undersigned member or authorized representative of a member of SEA BREEZE DEVELOPERS, LLC deposes and says:

- 1) the above named limited liability company has at least one member.
- 2) the total amount of cash contributed by the member(s) is: \$ 0.00
- 3) if any, the agreed value of property other than cash contributed by a member(s) is: \$ 2,100,000.00  
A description of the property is attached and made a part hereto as Exhibit "A".
- 4) the amount of additional cash or property anticipated to be contributed by the member(s) is: \$ 0.00
- 5) the total amount of 2, 3, and 4 is: \$ \$2,100,000.00

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**MICHAEL STEVEN GREENE**, By Power of Attorney  
Signature of a member or authorized representative of a member.  
(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.)

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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 limited liability company is:

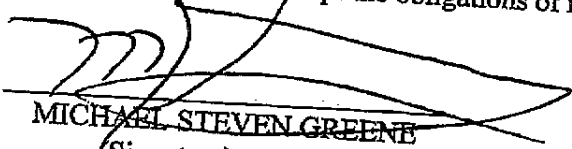
SEA BREEZE DEVELOPERS, LLC.

2. The name and address of the registered agent and office is:

MICHAEL STEVEN GREENE  
201 SOUTH BISCAYNE BOULEVARD  
SUITE 900  
MIAMI, FLORIDA 33131

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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 company 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.

  
MICHAEL STEVEN GREENE  
(Signature)

 28, 1999  
(Date)

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## EXHIBIT "A"

That part of Lots 89, 90, 91, 92, 93, 94 and 95 of "TATUM'S OCEAN BEACH PARK", according to the Plat thereof, as recorded in Plat Book 5, at Page 35, of the Public Records of Dade County, Florida, bounded on the West by the East Right-of-Way Line of STATE ROAD A-1-A, as shown on the Florida Department of Transportation Right-of-Way Map, Section No. 1 87170-2517, Sheet 4 of 6, dated January 2, 1986, said STATE ROAD A-1-A also recorded in Plat Book 45, at Page 39, of the Public Records of Dade County, Florida, bounded on the East by the EROSION CONTROL LINE FOR SUNNY ISLES BEACH (established as the Mean High Water Line), according to the Plat thereof, recorded in Plat Book 134, at Page 47, of the Public Records of Dade County, Florida, bounded on the North by a Line 1129.16 feet South of and Parallel with "BROWNS BASE LINE", as shown on the Plat of "SUNNY ISLES BASE LINES AND THE TIE-INS", according to the Plat thereof as recorded in Plat Book 34, at Page 95, of the Public Records of Dade County, Florida, and bounded on the South by the South Line of said Lot 89, all being more particularly described as follows:

Begin at the intersection of the Easterly Right-of-Way Line of Said STATE ROAD A-1-A with a Line 1129.16 feet South of and parallel with said "BROWNS BASE LINE"; thence N 87°19'24" E, along said parallel line, for 373.40 feet; thence S 01°28'41" W, along said EROSION CONTROL LINE, for 574.83 feet; thence S 00°31'46" E, continuing along said EROSION CONTROL LINE, for 66.98 feet; thence S 86°53'24" W, along the South Line of said Lot 89, for 371.01 feet; thence N 01°02'19" E, along said Easterly Right-of-Way Line, for 644.41 feet to the Point of Beginning.

Said lands lying in fractional Section 14, Township 52 South, Range 42 East, Dade County, Florida.

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