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From: Account Name : TEW & BEASLEY, L.L.P.
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LIMITED LIABILITY COMPANY**Flamingo Garage L.L.C.**

Certificate of Status	1
Certified Copy	1
Page Count	5
Estimated Charge	\$346.25

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 30, 1999

BRIAN TAGUE, P.A.
TEW CARDENES REBAK KELLOGG LEHMAN ET AL
201 S BISCAYNE BLVD., SUITE 2600
MIAMI, FL 33131

SUBJECT: FLAMINGO GARAGE L.L.C.
REF: W99000007541

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must provide this office with the agreed value and a written description of the property and/or services you refer to in your affidavit. You may amend your affidavit to include this description or include an attachment.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H99000007454
Letter Number: 299A00015908

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF ORGANIZATION

FOR

FLAMINGO GARAGE L.L.C.

ARTICLE I. - NAME:

The name of this Limited Liability Company ("Company") shall be:

FLAMINGO GARAGE L.L.C.

ARTICLE II. - ADDRESS

The mailing address and street address of the principal office of the Company is:
c/o QPF Management, Inc., 1680 Meridian Avenue, Suite 420, Miami Beach, Florida 33139.

ARTICLE III. - DURATION

The period of duration for the Company shall be perpetual unless dissolved according to law.

ARTICLE IV. - MANAGEMENT

The Company is to be managed by: a manager or managers and the name(s) and address of such manager is:

QPF Management, Inc.
1680 Meridian Avenue, Suite 420
Miami Beach, Florida 33139

ARTICLE V. - ADMISSION OF ADDITIONAL MEMBERS

The right of the remaining members to admit additional members and the terms and conditions of the admissions shall be: new members may be admitted from time to time and upon such terms and conditions as shall be determined by a unanimous vote of the holders of all of the Membership Interests.

Brian Tague, P.R.
Taw Cardenas Rebak Kellogg Lehman
DeMaria & Tague, L.L.P.
201 S. Biscayne Blvd., Suite 2600
Miami, Florida 33131
Florida Bar No. 152797

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ARTICLE VI. - MEMBERS RIGHTS TO CONTINUE BUSINESS

The right of the remaining members of the Company to 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 continual membership of a member in the Company shall be: determined by a unanimous vote of the remaining holders of all of the Membership Interests to continue to conduct the business of the Company under the Company's name.

ARTICLE VII - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Flamingo L.L.C. certifies that:

- 1) the above named limited liability company has at least two members;
- 2) the total amount of cash contributed by the member are \$ 200.00
- 3) if any, the agreed value of property other than cash contributed by member(s) is \$ 2,925,000.00
(A description of the property is attached and made a part hereto.); and
- 4) the total amount of cash and property contributed and anticipated to be contributed by member(s) is \$ 2,925,200.00


Signature of a member or an 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.)

OFF Management, Inc., its Manager, By Hank Sopher, its Sole Shareholder
Typed or printed name of signee

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TALLAHASSEE, FLORIDA

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EXHIBIT "A"
Legal Description

Lots 1, 2, 3 and the South 50 feet of Lots 4 and 5, Block 21 North, in the City of Miami, as recorded
in Plat Book "B", Page 41, of the Public Records of Miami-Dade County, Florida.

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IN WITNESS WHEREOF, THE PARTIES HERETO HAVE EXECUTED THESE
ARTICLES OF ORGANIZATION AS OF THE 26th DAY OF MARCH, 1999

QPF MANAGEMENT, INC., a Florida corporation,
its Manager

By: 

Name: HANK SOPHER


Title: SOLE SHAREHOLDER

STATE OF FLORIDA)

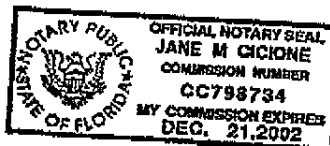
COUNTY OF DADE)

Before me personally appeared Hank Sopher, the Sole Shareholder of QPF Management, Inc., a Florida corporation, the Manager of the Company, known to me to be the persons who executed the foregoing articles of organization or who produced a driver's license as identification.

In witness whereof, I have hereunto set my hand and seal on this 26 day of March, 1999.


Notary Public, State of Florida at Large

My commission expires:



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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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the limited liability company is: FLAMINGO GARAGE L.L.C.
2. The name and the Florida street address of the registered agent are:

BRIAN TAGUE, P.A.
NAME

c/o TEW CARDENAS, ET AL.
201 S. Biscayne Boulevard, 26th Floor
Florida street address (P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33131
CITY, STATE AND ZIP

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.


SIGNATURE

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