

L99000002905

MAY 20 1999 11:07 FR HOLLAND AND KNIGHT

TO 7505#22222#22222 P.01/06

Division of Corporations

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(((H99000012077 6)))

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LIMITED LIABILITY COMPANY

Lincoln Plaza Partners LLC

Certificate of Status	0
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TO 7505#22222#22222 P.02/06

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LINCOLN PLAZA PARTNERS 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, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I. NAME

The name of the limited liability company is LINCOLN PLAZA PARTNERS LLC (the "Company").

ARTICLE II. ADDRESS

The principal office of the Company is:

230 5th Street
2nd Floor
Miami Beach, Florida 33139

The mailing address of the Company is:

701 Brickell Avenue, Suite 3000
Miami, Florida 33131

THIS INSTRUMENT WAS PREPARED BY:

Stuart K. Hoffman, Esq.
Fla. Bar No.: 0186851
Holland & Knight LLP
701 Brickell Ave., Suite 3000
Miami, Florida 33131
tel: (305) 374-8500
fax: (305) 789-7799

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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.

ARTICLE IV. PURPOSE

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

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.

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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 Manager(s) shall also have the rights and responsibilities described in the Regulations of the Company. The names and addresses of the initial Managers are as follows:

R. Donahue Peebles

c/o Peebles Atlantic Development Corp.
100 S.E. 2nd Street, Suite 4650
Miami, Florida 33131

Scott Robins

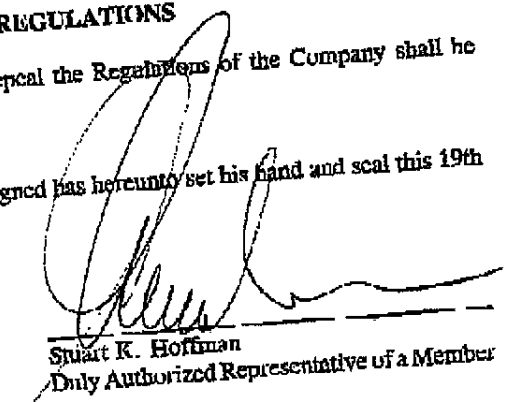
230 5th Street
2nd Floor
Miami Beach, Florida 33139

Such Managers shall serve in such capacity until the first annual meeting of the Members or until his or her successor(s) is duly elected and qualified.

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 19th day of May, 1999.


Stuart K. Hoffman

Duly Authorized Representative of a Member

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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 acknowledge that I am familiar with, and accept, the obligations of such position.

**INTRASTATE REGISTERED AGENT
CORPORATION**


Steven H. Hagen
Vice President

Dated: 5-19-99

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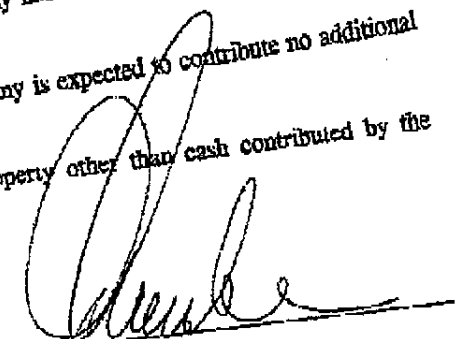
AFFIDAVIT

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

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

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

And further affiant sayeth not.



Stuart K. Hoffman
Duly Authorized Representative of a Member

The foregoing instrument was acknowledged before me this 19th day of May, 1999, by Stuart K. Hoffman who is personally known to me and who did not take an oath.



Kim M. Lucas
MY COMMISSION # 00000000 EXPIRES
October 6, 2000
REMOVED FROM THE PUBLIC RECORD, INC.

MTAS-736354


Notary Public--State of Florida

Print Notary Name: Kim M. Lucas
My Commission Number is: 00570879
My Commission Expires: 10-6-00

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