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Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

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LIMITED LIABILITY COMPANY

BRICKELL BAY EQUITIES, LLC

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**BRICKELL BAY EQUITIES, LLC**

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED  
LIABILITY COMPANY**

**ARTICLE I - Name**

The name of the Limited Liability Company is:

**BRICKELL BAY EQUITIES, LLC**

**ARTICLE II - Address**

The mailing address and the street address of the principal office of the Limited Liability Company is:

1000 Brickell Avenue  
Suite 900  
Miami, Florida 33131

**ARTICLE III - Duration**

The period of duration for the Limited Liability Company shall be perpetual.

**ARTICLE IV - Management**

The Limited Liability Company shall be managed by managers. The name and address of the managers are:

Prepared By: Angel Suarez  
1000 Brickell Ave.  
Suite No. 900  
Miami, Florida 33131  
Phone# (305)-702-5507

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Hugo Castro  
1000 Brickell Avenue  
Suite 900  
Miami, Florida 33131

Harold L. Connell  
1000 Brickell Avenue  
Suite 900  
Miami, Florida 33131

Leonard Marinello  
1000 Brickell Avenue  
Suite 900  
Miami, Florida 33131

Stephen L. Perrone  
1000 Brickell Avenue  
Suite 900  
Miami, Florida 33131

**ARTICLE V - Registered Agent and Office**

The name of the initial registered agent of the Limited Liability Company is:

Stephen L. Perrone  
1000 Brickell Avenue  
Suite 900  
Miami, Florida 33131

**ARTICLE VI - Admission of Additional Members**

Additional members may be admitted to this Limited Liability Company upon approval of a majority of the Managers, on such terms and conditions as may be approved by a majority of the Managers of this Limited Liability Company.

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

The remaining members of this Limited Liability Company have the right to continue the business of the Limited Liability Company upon 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.

**ARTICLE VIII - Power to Adopt, Alter, Amend or Repeal Regulations**

The Managers shall have the power to adopt, alter, amend or repeal the regulations of the Limited Liability Company.

**ARTICLE IX - Effective Date**

The Limited Liability Company's existence shall commence on May 28, 1999, which date is no more than five business days prior to the date of filing of these Articles of Organization.

  
\_\_\_\_\_  
STEPHEN L. PERRONE, Member

**REGISTERED AGENT ACCEPTANCE**

Having been named to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of its duties.

Date: 6/28, 1999

  
\_\_\_\_\_  
STEPHEN L. PERRONE  
AGENT

**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

The undersigned member or authorized representative of the member of **BRICKELL BAY EQUITIES, LLC** (the "Company") hereby states and confirms:

- (1) The Company has at least one member.
- (2) The members have contributed \$1,000.00 in cash to the Company.
- (3) The members have not contributed any property to the Company.
- (4) It is anticipated that the members shall contribute additional cash or property to the capital of the Company up to \$5,500,000.
- (5) The total amount of cash and the agreed value of the property contributed and anticipated to be contributed by the member to the above-named Limited Liability Company is \$5,500,000. This consists of amounts described in paragraphs (2), (3) and (4) above.

  
STEPHEN L. PERRONE, 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.)