



THE UNITED STATES
CORPORATION
COMPANY

L99000003461

ACCOUNT NO. : 072100000032

REFERENCE : 274432 4303929

AUTHORIZATION :

Patricia Pizzuto

COST LIMIT : \$ 337.50

ORDER DATE : June 15, 1999

ORDER TIME : 10:11 AM

ORDER NO. : 274432-010

8000002904918--8

CUSTOMER NO: 4303929

CUSTOMER: Ms. Jazmine Roman
GREENBERG TRAUIG
GREENBERG TRAUIG
1221 Brickell Avenue
20th Floor
Miami, FL 33131

DOMESTIC FILING

NAME: PLANET MB PALM BEACH, LLC

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
PLANET MB PALM BEACH, LLC**

ARTICLE I - Name

The name of the Limited Liability Company is "Planet MB Palm Beach, LLC" (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is: 4675 S.W. 74th Street, Miami, Florida 33146.

ARTICLE III - Duration

The period of duration for the Company shall be December 31, 2049, unless sooner dissolved in accordance with the Company's Regulations or Florida law.

ARTICLE IV - Management

The Company will be managed by one or more Managers (the "Manager"), who shall be elected annually by the members in the manner prescribed by and provided for in the Regulations of the Company. The Manager shall also hold the offices and have responsibilities accorded to it by the members and as set forth in the Regulations of the Company. The name and address of the Manager who is to serve until the first annual meeting or until his successor is otherwise selected is as follows:

Alan Potamkin
c/o Planet Management, Inc.
2333 Ponce de Leon Boulevard, Suite 600,
Coral Gables, Florida 33134

ARTICLE V - Admission of Additional Members

Additional members may be admitted from time to time as provided in the Regulations, and the terms and condition of such admissions shall require the vote of a majority in interest of the members, and shall be conditioned on the new member's agreement to abide by all existing agreements of the members regarding the conduct of the Company.

ARTICLE VI - Members Rights to Continue Business

The remaining members of the Company have the right to continue the business in the event of the termination of the Company at any time due to death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event which terminates the continued membership of a member in the Company, in the manner provided by the Florida Statutes.

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ARTICLE VII - Effective Date of Company

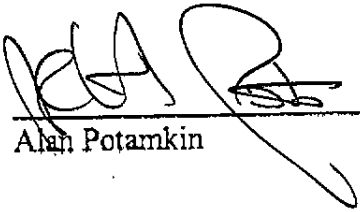
These Articles of Organization and the existence of the Company shall be effective as of June 11, 1999 in accordance with Florida Statutes §608.409(1).

ARTICLE VIII - Registered Agent and Office

The street address of the Corporation's initial registered office is c/o Planet Management, 2333 Ponce de Leon Boulevard, Suite 600, Coral Gables, Florida 33134, and the name of its initial registered agent at such office is Joseph Herman.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named the Registered Agent of Planet MB Palm Beach, LLC, hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §608.415.

By: 
Alan Potamkin

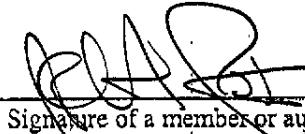
Dated: June 10, 1999.

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

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The undersigned member or authorized representative of a member of Planet MB Palm Beach, LLC
deposes and says:

- 1 the above named Company has at least one member;
- 2 the total amount of cash contributed by the members is \$100
- 3 the agreed value of property other than cash contributed by the members is: \$ -0-
- 4 the total amount of cash or property anticipated to be contributed by the members is \$100. This total includes amount from 1 and 2 above.



Signature of a member or authorized representative of a member
ALAN ROTAMKIN

(In accordance with §608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated herein are true.)