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LIMITED LIABILITY COMPANY

HERITAGE DORAL LLC

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HERITAGE DORAL 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 **HERITAGE DORAL LLC** (the "Company").

ARTICLE II. ADDRESS

The principal office and mailing address of the Company is:

701 Brickell Avenue, Suite 3000
Miami, Florida 33131

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

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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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.

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 Managers shall also have the rights and responsibilities described in the Regulations of the Company. The name and address of the initial Manager is as follows:

Bruce Fairty	c/o	701 Brickell Avenue
		Suite 3000
		Miami, Florida 33131

Such Manger shall serve in such capacity until the first annual meeting of the Members or until its successors are duly elected and qualified.

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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 28th day of June, 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 acknowledges that it is familiar with, and accepts, the obligations of such position.

INTRASTATE REGISTERED AGENT
CORPORATION

By: 
Steven H. Hagen, Vice President

Dated: June 28, 1999

MIA5-737688

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AFFIDAVIT

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

I, Stuart K. Hoffman, a duly authorized representative of a member of **HERITAGE DORAL LLC**, being first duly sworn, deposes and says:

1. That I am a duly authorized representative of a member of **HERITAGE DORAL 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 members is \$0.

And further affiant sayeth not.


Stuart K. Hoffman

Duly Authorized Representative of a Member

The foregoing instrument was acknowledged before me this 28th day of June, 1999, by Stuart K. Hoffman, who is personally known to me and who did not take an oath.



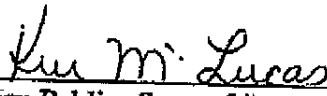
Kim M. Lucas
MY COMMISSION # CC590899 EXPIRES
October 6, 2000
BONDED THRU TROY FAIR INSURANCE, INC.



Kim M. Lucas
MY COMMISSION # CC590899 EXPIRES
October 6, 2000
BONDED THRU TROY FAIR INSURANCE, INC.



Kim M. Lucas
MY COMMISSION # CC590899 EXPIRES
October 6, 2000
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public--State of Florida

Print Notary Name: Kim M. Lucas
My Commission Number is: CC590899
My Commission Expires: 10-6-00

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