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ACCOUNT NO. : 072100000032

REFERENCE : 292653 80690A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : June 30, 1999

ORDER TIME : 12:16 PM

ORDER NO. : 292653-005

600002919956-3

-06/30/99-01054-004

****337.50 ****337.50

CUSTOMER NO: 80690A

CUSTOMER: Alison Herman, Esq
BREIER AND SEIF, P.A.
BREIER AND SEIF, P.A.
Suite 1125
2800 Ponce De Leon Boulevard
Coral Gables, FL 33134

DOMESTIC FILING

NAME: OCHO CALLE, L.L.C.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

Name	6/30/99	CERTIFIED COPY
Availability	One	PLAIN STAMPED COPY
Document Examiner	CONTACT PERSON: Tamara Odom	CERTIFICATE OF GOOD STANDING
Updater	DCC	EXAMINER'S INITIALS: _____
Updater Verifier	DCC	
Acknowledgement	DCC	
W. P. Verifier	DCC	

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

The undersigned, in forming a Florida Limited Liability Company ("Company") under the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, hereby adopt the following Articles of Organization for such Company:

ARTICLE I - NAME

The name of the Company is:

OCHO CALLE, L.L.C.

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ARTICLE II - ADDRESS

The mailing address and the street address of the principal office of the Company is 1600 N.W. 163rd Street, Miami, Florida 33169.

ARTICLE III - DURATION

This Company is to exist perpetually.

ARTICLE IV - MANAGEMENT

The management of the Company shall be vested in its managers which shall consist of two (2) individuals duly elected by the Members in the manner set forth in the Regulations and Operating Agreement of the Company. The names and addresses of the initial managers who are to serve as managers until the first annual meeting of

the Members or until their successors shall have been duly elected and qualified as set forth in the Regulations and Operating Agreement of the Company is as follows:

<u>Name</u>	<u>Address</u>
Harvey R. Chaplin	1600 N.W. 163rd Street Miami, Florida 33169
Charles Rosenberg	10800 Biscayne Boulevard, Suite 410 Miami, Florida 33161

ARTICLE V - ADDITIONAL MEMBERS

Additional Members may be admitted to the Company only upon the unanimous written consent of all of the then existing Members of the Company, which consent may be unreasonably withheld.

ARTICLE VI - RIGHT OF REMAINING MEMBERS TO CONTINUE BUSINESS

In the event of 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 in the Company, the business of the Company shall not be continued and the Company shall be dissolved unless all of the remaining Members of the Company unanimously agree to continue the business of the Company as set forth in the Regulations and Operating Agreement of the Company.

ARTICLE VII - INITIAL REGISTERED AGENT

The name of the initial Registered Agent of the Company is ROBERT G. BREIER. The street address of the initial Registered Agent Office is 2800 Ponce De Leon Boulevard, Suite 1125, Coral Gables, Florida 33134.

ARTICLE VIII - REGULATIONS AND OPERATING AGREEMENT

The regulation and management of the affairs of the Company shall be governed by the Regulations and Operating Agreement of the Company. The power to adopt, alter, amend or repeal the Regulations and Operating Agreement of the Company shall be vested in the Members of the Company and any such amendment requires the unanimous written consent of all of the Members of the Company.

ARTICLE IX - AMENDMENTS

The power to amend these Articles of Organization is reserved in the Members of the Company and any such amendment requires the unanimous written consent of all of the Members of the Company.

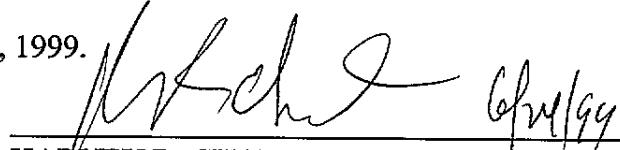
ARTICLE X - AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTION

The undersigned Member of OCHO CALLE, L.L.C. certifies:

1. That OCHO CALLE, L.L.C. has at least one Member.

2. The amount of cash contributed by the Members is \$1000.00.
3. No property has been contributed to OCHO CALLE, L.L.C.
4. It is anticipated at this time that no other property shall be contributed to OCHO CALLE, L.L.C., by the Members.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 24 day of June, 1999.



Harvey R. Chaplin 6/24/99

HARVEY R. CHAPLIN - MEMBER

(In accordance with Section 608.408(3), Florida Statutes, the execution of the Affidavit (Article X) constitutes an affirmation under the penalty of perjury that the facts stated therein are true.)

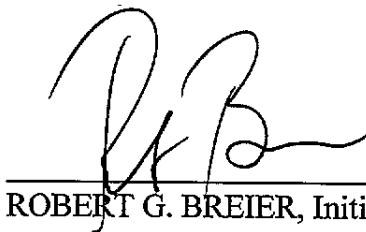
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SHERIFF'S OFFICE, STATE
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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I hereby accept the appointment as the initial Registered Agent of OCHO CALLE, L.L.C., as made in the foregoing Articles of Organization, and agree to act in such 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 the initial Registered Agent of OCHO CALLE, L.L.C.

Date: 6/24/99



ROBERT G. BREIER, Initial Registered Agent

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TALLAHASSEE, FLORIDA

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