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Division of Corporations

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ATTN: Michelle Hodges

Florida Department of State

Division of Corporations

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LIMITED LIABILITY COMPANY

5000 BAYVIEW DEVELOPERS, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 15, 1999

AKERMAN, SENTERFITT & EIDSON, P.A.

SUBJECT: 5000 RAYVIEW DEVELOPERS, LLC
REF: W99000016275

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

In addition to the Registered Agent Acceptance, the document must include the Registered Agent Designation, with the name and Florida street address of the Agent.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6967.

Michelle Hodges
Document Specialist

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**ARTICLES OF ORGANIZATION
OF
5000 BAYVIEW DEVELOPERS, LLC
a Florida Limited Liability Company**

**ARTICLE I
NAME**

The name of the limited liability company is 5000 BAYVIEW DEVELOPERS, LLC

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the limited liability company is: One Fisher Island Drive, Fisher Island, Florida 33109.

**ARTICLE III
DURATION**

The period of duration for the limited liability company shall begin on the date of filing these Articles of Organization with the Florida Secretary of State and shall have a perpetual existence and duration, until terminated in accordance with applicable law.

**ARTICLE IV
MANAGEMENT**

The limited liability company is to be managed by one or more managers, to be appointed by the members of the Company, in the manner to be agreed upon by the members. The initial sole Manager of the limited liability company and its address are listed below:

M/M FI Development, Inc.
One Fisher Island Drive
Miami, Florida 33109

The foregoing corporation is to serve as the manager of the limited liability company until a successor is elected and qualified.

Prepared by:
Andrew M. Smulian, Esq.
One S.E. Third Avenue, 28th Floor
Miami, Florida 33131
(305) 374-5600
Florida Bar No 829791

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is **5000 BAYVIEW DEVELOPERS, LLC**
2. The name and address of the registered agent and office is **American Information Services, Inc., One S.E. 3rd Avenue, 28th Floor, Miami, Florida 33131.**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this 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 registered agent.


Nery C. Toledo, Vice President

Date: July 14, 1999

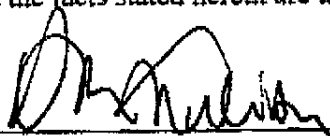
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**AFFIDAVIT OF MEMBERSHIP
AND CONTRIBUTIONS**

The undersigned authorized representative of a member of 5000 BAYVIEW DEVELOPERS, LLC, deposes and says:

1. 5000 BAYVIEW DEVELOPERS, LLC has one member.
2. The total amount of cash contributed by the member is \$10,000.00.
3. The agreed value of property other than cash contributed by the member is \$0.
4. The total amounts of 2 and 3 above is \$10,000.00

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



Andrew M. Smulian
Authorized Representative of a Member