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To:

Division of Corporations
Fax Number : (850) 922-4003

From:

Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

LIMITED LIABILITY COMPANY

lionstone di lido lp, llc

Certificate of Status	0
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Page Count	03
Estimated Charge	\$337.50

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ARTICLES OF ORGANIZATION
OF
LIONSTONE DI LIDO LP, LLC

1. The name of the limited liability company is LIONSTONE DI LIDO LP, LLC.
2. The limited liability company shall commence as of 12:01 A.M. on September 7, 1999, and its duration shall be perpetual.
3. The mailing address and the street address of the principal office of the limited liability company is:

2901 Collins Avenue, Suite M
Miami Beach, Florida 33140.

4. The name and street address of the initial registered agent of the limited liability company are:

Lionstone Group, Inc., a Florida corporation
2901 Collins Avenue, Suite M
Miami Beach, Florida 33140.

5. The members of the limited liability company may admit additional members only as, and to the extent, provided for in the regulations, as amended from time to time, of the limited liability company upon the unanimous consent of the members of the limited liability company.
6. 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 in the limited liability company, the remaining members may elect to continue the business of the limited liability company only as, and to the extent, provided for in the regulations, as amended from time to time, of the limited liability company.
7. The management of the limited liability company is reserved to its managing member. The name and address of the initial managing member of the limited liability company are as follows:

Lionstone Group, Inc., a Florida corporation
2901 Collins Avenue, Suite M
Miami Beach, Florida 33140.

This instrument prepared by:
Brian L. Bilzin, Esquire
Florida Bar No. 244252
BILZIN SUMBERG DUNN PRICE & AXELROD LLP
2500 First Union Financial Center
Miami, Florida 33131-2336
Telephone: (305) 374-7580

258203

FAX AUDIT NO. H99- 22759

IN WITNESS WHEREOF, these Articles of Organization have been executed by the managing member of the limited liability company as of the 7th day of September, 1999.

LIONSTONE GROUP, INC., a Florida corporation

By: 

Bruce E. Lazar, Vice President

ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT

The undersigned, as Vice President and on behalf of LIONSTONE GROUP, INC., a Florida corporation (the "Corporation"), which has been designated as registered agent for LIONSTONE DI LIDO LP, LLC, a Florida limited liability company (the "Company"), in the foregoing Articles of Organization of the Company, hereby agrees that the Corporation accepts such appointment as registered agent of, and will accept service of process for and on behalf of, the Company and that the Corporation will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited liability company.

Dated: September 7, 1999.

LIONSTONE GROUP, INC., a Florida corporation

By: 

Bruce E. Lazar, Vice President

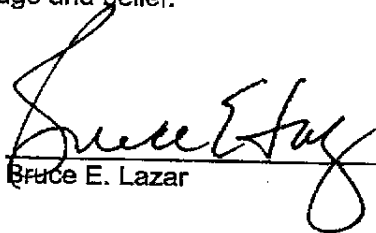
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DI LIDO LP, LLC

AFFIDAVIT

The undersigned, Bruce E. Lazar ("Affined"), as Vice President of LIONSTONE DI LIDO LP, LLC, a Florida limited liability company and the initial managing member of the limited liability company being created pursuant to the Articles of Organization to which this Affidavit is attached, being first duly sworn on oath, hereby deposes and says as follows on behalf of said managing member:

1. The limited liability company has at least one member.
2. As of the date hereof, the members of the limited liability company have actually contributed to the limited liability company an aggregate of \$1.00 in cash of an aggregate amount of up to \$1,000 in capital contributions of cash anticipated to be contributed to the limited liability company by its members. It is not anticipated that any capital contributions of property will be made to the limited liability company by its members.
3. Affined is familiar with the nature of an oath and with the penalties as provided by the laws of the State of Florida for falsely swearing to statements made in an instrument of this nature. Affined has read and understands the contents of this Affidavit and the facts stated herein are true and correct to the best of Affined's knowledge and belief.

Dated: as of September 7, 1999.


Bruce E. Lazar

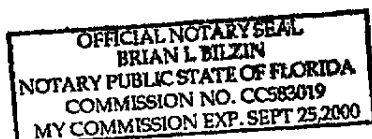
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STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged, sworn to and subscribed before me this 10 day of September, 1999, by Bruce E. Lazar, as Vice President and on behalf of LIONSTONE GROUP, INC., a Florida corporation; such individual is personally known to me and has produced a driver's license as identification.

My Commission Expires:

[NOTARIAL SEAL]




NOTARY PUBLIC, STATE OF FLORIDA
Print Name: Brian L. Bilzin
Serial No., if any: _____

