

Division of Corporations

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L 990000006600**Florida Department of State**

Division of Corporations

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DIVISION OF CORPORATIONS**LIMITED LIABILITY COMPANY****Brickell Santa Maria, LLC**

Certificate of Status	1
Certified Copy	1
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**ARTICLES OF ORGANIZATION OF
BRICKELL SANTA MARIA, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes (1995) Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I
NAME**

The name of the Limited Liability Company is BRICKELL SANTA MARIA, LLC (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 1643 Brickell Avenue, Unit 2104, Miami, Florida 33129.

**ARTICLE III
DURATION**

The existence of this limited liability company shall begin on the date of the filing of these Articles of Organization. The Company's existence shall be perpetual.

Filed by:
John M. Rawicz, Florida Bar No. 114774
Stearns Weaver Miller, et al.
150 West Flagler Street, Suite 2200
Miami, Florida 33130
Telephone: 305-789-3200
Facsimile: 305-789-3395

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ARTICLE IV
REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent of the Company in the State of Florida is:

<u>Name</u>	<u>Address</u>
John Driggs	1643 Brickell Avenue, Unit 2104, Miami, Florida 33129.

ARTICLE V
ADMISSION OF NEW MEMBERS

The addition of a new member to the Company shall require the written consent of fifty-one (51%) percent voting interest of the members of the Company and upon such terms and conditions as shall be determined by such vote. A member may transfer his, her, its interest in the company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless approved by a fifty-one (51%) percent vote at a duly constituted meeting of members.

ARTICLE VI
TERMINATION

Within ninety (90) days of the occurrence of any event which would terminate the continued membership of a member of the Company, including but not limited to death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, the Company shall terminate unless (a) a majority of the voting interest of the remaining members shall have voted to continue the business or (b) upon the death of the sole member, the successor to the interest of the member shall have voted to continue the business, and further provided that the company shall at all times have no less than one member.

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ARTICLE VII
MANAGEMENT

The Limited Liability Company is to be managed by the members and the name and address of the managing member are:

NameAddress

John and Joanna Driggs,
husband and wife, as tenants
by the entireties

1643 Brickell Avenue, Unite 2104
Miami, Florida 33129

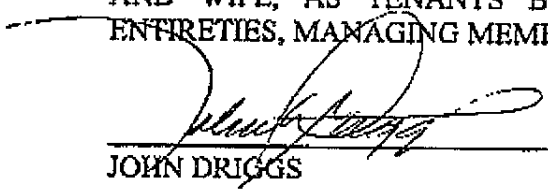
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ARTICLE VIII
AMENDMENTS

The Articles of Organization of this limited liability company may only be amended by the majority vote of the members. No member shall be obliged to contribute additional capital to the Company unless such obligation is approved and required by a majority vote of the members.

IN WITNESS WHEREOF, the undersigned member has made and subscribed these Articles of Organization at Potomac, Montgomery County, Maryland for the foregoing uses and purposes this ____ day of October, 1999.

JOHN AND JOANNA DRIGGS, HUSBAND
AND WIFE, AS TENANTS BY THE
ENTIRETIES, MANAGING MEMBER


JOHN DRIGGS


JOANNA DRIGGS

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**ACCEPTANCE OF
REGISTERED AGENT**

Having been named as registered agent and to accept service of process for Brickell Santa Maria, LLC 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.


John Driggs, Registered Agent

INW-C03537100210RIGGS.AOO

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