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LIMITED LIABILITY COMPANY
CARDEL AT SAWGRASS, L.C.

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$160.00

99-9343

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ARTICLES OF ORGANIZATION OF CARDEL AT SAWGRASS, L.C.

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

1. Name. The name of the this limited liability company is **CARDEL AT SAWGRASS, L.C.**
2. Duration. The limited liability company shall dissolve on the earlier of January 1, 2048, or upon the occurrence of any of the events specified in Florida Statutes Section 608.441.
3. Mailing Address and Street Address. The Company's mailing and street address is: **7415 N.W. 7TH STREET MIAMI, FLORIDA 33126**
4. Registered Agent and Office. The name of the initial registered agent of the Company is **DADE CORPORATE SERVICES, INC.** The street address of the initial registered agent of the Company is **2300 Coral Way, Suite 103, Miami, Florida 33145.**
5. Additional Members. Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.
6. Termination of Membership. If a member of the Company dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining members may, by unanimous written agreement, continue the business of the Company.
7. Management of the Company. The management of the limited liability company is reserved to the members. The following persons will initially be the managing members:

Name and Address:

Pan American Land, Inc.

7415 N.W. 7th Street
Miami, Florida 33126

Carlos J. Rodriguez, Inc.

3255 NW 87th Ave
Miami, FL 33172

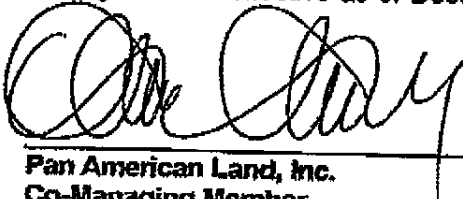
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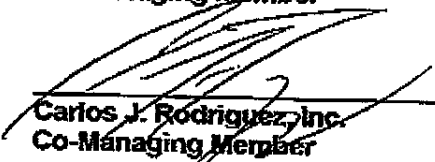
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- 8. Regulations. The members shall have the power to adopt, alter, amend, or repeal regulations of the Company containing provisions for the regulation and management of the affairs of the Company.
- 9. Date of Existence of the Company. The existence of the Company shall commence on the date of filing the Articles of Organization by the Florida Department of State.

The undersigned executed these Articles of Organization effective as of December 29, 1999.



 Pan American Land, Inc.
 Co-Managing Member



 Carlos J. Rodriguez, Inc.
 Co-Managing Member

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, 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 limited liability company is:
CARDEL AT SAWGRASS, L.C.
2. The name and address of the registered agent and office is:

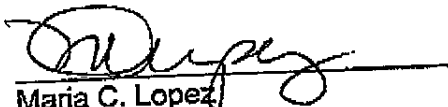
**Dade Corporate Services, Inc.
2300 Coral Way, Suite 103
Miami, Florida 33145**

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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.

DADE CORPORATE SERVICES, INC.
Registered Agent


Maria C. Lopez
Vice-President

12/29/99
(Date)