

Sent by: STEARNS WEAVER

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LIMITED LIABILITY COMPANY

M3 Holdings All, LLC

Certificate of Status	1
Certified Copy	1
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ARTICLES OF ORGANIZATION

OF

M3 HOLDINGS ALT, LLC

**ARTICLE I
NAME**

The name of the Limited Liability Company is M3 Holdings Alt, LLC (the "Company").

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is 800 Douglas Road, Penthouse, Coral Gables, Florida 33134.

**ARTICLE III
DURATION**

The period of duration for the Company shall be perpetual.

**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 are:

<u>Name</u>	<u>Address</u>
Francisco J. Menendez	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPENDIX
AND
FILED

Filed by: J. Gunsterfeld, Corp. Legal Asst.
Stearns Weaver Miller Weisaler, et al
150 West Flagler Street, Suite 2200
Miami, Florida 33130
T: 305-789-3545/F: 305-789-3395

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IN WITNESS WHEREOF, the undersigned, in its capacity as the sole member of the Company, has made and subscribed these Articles of Organization for the foregoing uses and purposes this 21st day of April, 2004.

JUAN CARLOS MAS, Sole Member

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submits the following statement to designate a registered office and registered agent in the State of Florida.

- 1. The name of the Company is M3 Holdings Alt, LLC.
- 2. The name and street address of the registered agent and office are:

Francisco J. Menendez
2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

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SECRETARY'S OFFICE
TALLAHASSEE, FLORIDA

APPROVED AND FILED

REGISTERED AGENT'S ACCEPTANCE

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: April 21, 2004

Francisco J. Menendez, Registered Agent