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**LIMITED LIABILITY COMPANY**

**MANALAPAN PROPERTIES LLC**

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION  
OF  
MANALAPAN PROPERTIES LLC**

**ARTICLE I**

**Name**

The name of this limited liability company is MANALAPAN PROPERTIES LLC (hereinafter "the Company").

**ARTICLE II**

**Address**

The principal street address and mailing address is 2665 S. Bayshore Drive, Suite 703, Miami, FL 33133.

**ARTICLE III**

**Duration**

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and said existence shall be perpetual.

**ARTICLE IV**

**Initial Registered Office and Agent**

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

World Corporate Services, Inc.  
2665 South Bayshore Drive, Suite 703  
Miami, Florida 33133

**ARTICLE V**

**Purpose**

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies may be created under § 608.404, Fla. Stat., as amended and supplemented.

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**ARTICLE VI**

**Organizer**

The name and street and mailing address of the person signing these Articles as authorized Representative and Organizer is:

Andrea Darling de Cortes, Esq.  
Richards & Polansky, P.A.  
2665 South Bayshore Drive  
Suite 703  
Miami, Florida 33133

**ARTICLE VII**

**Management**

The Company will be managed by at least one (1) manager and is, therefore, a manager-managed company. The initial managers are:

Tonio G.B. Arcaini  
3435 North Ocean Boulevard  
Gulfstream, Florida 33483

Stefan R. Seuss  
2665 S. Bayshore Drive, Suite 703  
Miami, Florida 33133

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

  
\_\_\_\_\_  
Andrea Darling de Cortes, Authorized Representative

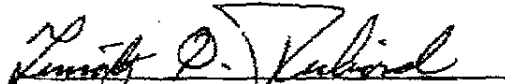
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**ACCEPTANCE OF REGISTERED AGENT**

**I HEREBY ACCEPT** this appointment of, and designation as registered agent for service of process within the State of Florida of **MANALAPAN PROPERTIES LLC** named in the Articles of Organization herein above set forth and I do hereby further state that I may be found as registered agent for service of process upon said proposed corporation at the address set forth in Article IV of such Articles.

**IN WITNESS WHEREOF**, as said registered agent, I have caused this statement to be signed on this \_\_\_\_\_ day of April, 2004.

  
Timothy B. Richards, President  
World Corporate Services, Inc.

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TALLAHASSEE, FLORIDA

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**AUTHORIZED REPRESENTATIVE & ORGANIZER**

IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization  
this \_\_\_\_ day of April 2004.

  
\_\_\_\_\_  
Andrea Darling de Cortes

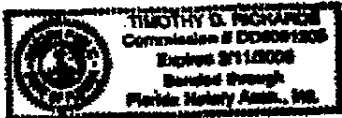
STATE OF FLORIDA        )  
                                  ) SS:  
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, personally appeared Andrea Darling de Cortes, who is well known to me to be the person described in and who executed these Articles of Organization as Authorized Representative and Organizer, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this  
\_\_\_\_ day of April 2004.

  
\_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My Commission Expires:



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