

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L04000065493
FILED 8:00 AM
September 02, 2004
Sec. Of State
mthomas

Article I

The name of the Limited Liability Company is:
DOWNTOWN SHOPS, LLC

Article II

The street address of the principal office of the Limited Liability Company is:
16375 NE 18 AVENUE
SUITE 304
NORTH MIAMI BEACH, FL. 33162

The mailing address of the Limited Liability Company is:
16375 NE 18 AVENUE
SUITE 304
NORTH MIAMI BEACH, FL. 33162

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:
ALAN J MARCUS
20803 BISCAYNE BLVD
301
AVENUTRA, FL. 33180

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.

Registered Agent Signature: ALAN J. MARCUS

Article V

The name and address of managing members/managers are:

Title: MGRM
JOSE SAFDIE
16375 NE 18 AVENUE; SUITE 304
NORTH MIAMI BEACH, FL. 33162

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Article VI

The effective date for this Limited Liability Company shall be:

09/01/2004

Signature of member or an authorized representative of a member

Signature: ALAN J. MARCUS