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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

INPASA Real Estate, LLC

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

INPASA Real Estate, LLC

ARTICLE I

The name of the limited liability company formed hereby is **INPASA Real Estate, LLC** (the "Limited Liability Company").

ARTICLE II

The duration of the Limited Liability Company shall be perpetual.

ARTICLE III

The principal office and mailing address of the Limited Liability Company shall be as follows:

1395 Brickell Avenue, 14th Floor
Miami, Florida 33131

ARTICLE IV

The Registered Agent of the Limited Liability Company and his street address in the State of Florida are as follows:

John H. Friedhoff, Esq.
1395 Brickell Avenue, 14th Floor
Miami, Florida 33131

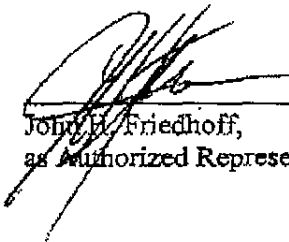
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ARTICLE V

The Limited Liability Company shall be member-managed.

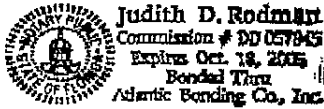



 John H. Friedhoff,
 as Authorized Representative of the Members

STATE OF FLORIDA)
)
 COUNTY OF MIAMI-DADE)

Before me personally appeared John H. Friedhoff, as Authorized Representative of the Members, who is personally known to me, or who produced _____ as identification, to be the person who executed the foregoing Articles of Organization.

In witness whereof I have hereunto set my hand and official seal this 22 day of June, 2005.





 Notary Public
 Print Name: JUDITH D. RODMAN
 My Commission expires: 10/18/2005

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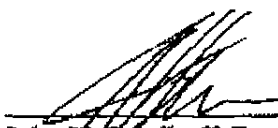
CERTIFICATE OF DESIGNATION
OF RESIDENT AGENT AND
ACCEPTANCE OF DESIGNATION

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned limited liability company organized under the laws of the state of Florida, submits the following statement in designating its Registered Office and Registered Agent in the State of Florida:

- 1. The name of the limited liability company is INPASA Real Estate, LLC.
- 2. The name and address of the Registered Agent and Office is:

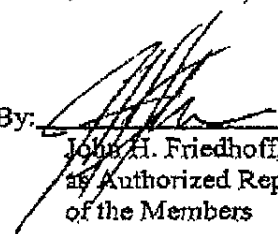
John H. Friedhoff, Esq.
1395 Brickell Avenue, 14th Floor
Miami, Florida 33131

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in the 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 am familiar with and accept the obligations of my position as Registered Agent.



 John H. Friedhoff, Registered Agent
 Date: 6/22/05

INPASA Real Estate, LLC

By: 

 John H. Friedhoff,
 as Authorized Representative
 of the Members

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