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From: Account Name : GENESIS ACCOUNTING SERVICES, CORP.
Account Number : I20000000018
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

COTTONWOOD FLORIDA, LLC

Certificate of Status	1
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T. HAMPTON

APR - 3 2008

EXAMINER

**ARTICLES OF ORGANIZATION OF:
COTTONWOOD FLORIDA, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be

COTTONWOOD FLORIDA, LLC

(Hereinafter, "Company")

ARTICLE II - ADDRESS

The principal place of business and the mailing address of the Company in Florida shall be

**3156 Merrick Terr.
Margate, FL 33063**

ARTICLE III - EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE IV - DURATION

Subject to the provisions of Article IX, the Company's existence shall terminate no later than 30 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE V - PURPOSES AND POWERS

The Company may engage in any activity or business permitted under the laws of the United States and of this state. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Company is 3156 Merrick Terr. - Margate, FL 33063 and the name of the initial registered agent of the Company at that address is Craig Gillaspie.

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ARTICLE VII - MANAGEMENT

The Managers of the Company shall be:

<u>NAME</u>	<u>ADDRESS</u>
Craig Gillaspie Operating Manager	3156 Merrick Terr. Margate, FL 33063
Carlos de Oliveira Treasurer / Secretary	3156 Merrick Terr. Margate, FL 33063

ARTICLE VIII - ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE IX - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

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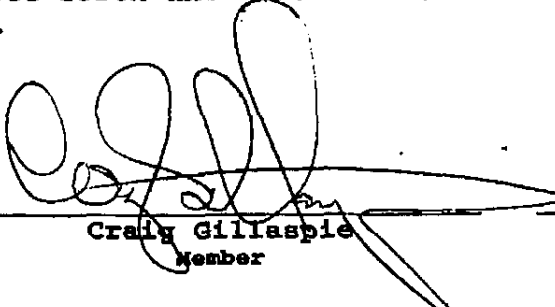


ARTICLE X - MEMBERS


The Managers of the Company shall be elected by the member(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The name and address of the member(s) of the Company are :

NAME	ADDRESS
Craig Gillaspie Member	3156 Merrick Terr. Margate, FL 33063
Carlos de Oliveira Member	3156 Merrick Terr. Margate, FL 33063
Ferreira Falcao, Corp. Member	3156 Merrick Terr. Margate, FL 33063

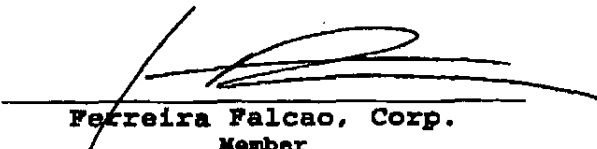
IN WITNESS WHEREOF, the undersigned being the member(s) of the Company, have made and subscribed the Articles of Organization and set forth and hereunto set our hands and seals this 20 March 2008.



 Craig Gillaspie
 Member



 Carlos de Oliveira
 Member



 Ferreira Falcao, Corp.
 Member

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE

1. The name of the Company is:

COTTONWOOD FLORIDA, LLC

2. The name and address of the registered agent and office is:

CRAIG GILLASPIE

Operating Manager

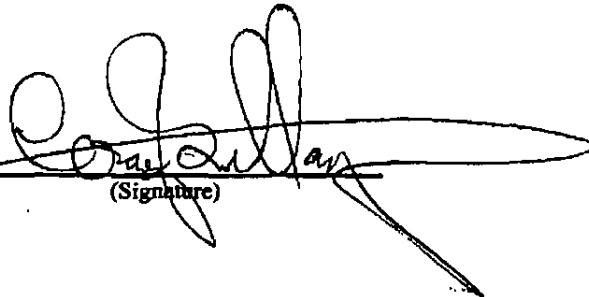
3156 MERRICK TERR.

Address

MARGATE, FL 33063

City - State - Zip

Having been named as registered agent and to accept service of process for the above stated 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.


(Signature)

03/20/2008

(Date)

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