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To: Division of Corporations
Fax Number : (850) 617-6383

From: Account Name : TRIAD PROFESSIONAL SERVICES, LLC
Account Number : I20020000094
Phone : (770) 777-2091
Fax Number : (770) 220-1943

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

LP2 PREFERRED LLC

Certificate of Status	0
Certified Copy	1
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S. HAWKES
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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

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ARTICLE I - Name:

The name of the Limited Liability Company is:

LF2 PREFERRED GP LLC

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

4650 Donald Ross Road, Suite 200
Palm Beach Gardens, FL 33418

Mailing Address:

2851 John Street, Suite One
Markham, Ontario L3R 5R7

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

The name and the Florida street address of the registered agent are:

NRAI Services, Inc.

Name

2731 Executive Park Drive, Suite 4

Florida street address (P.O. Box **NOT** acceptable)

Weston

FL 33331

City, State, and Zip

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 as provided for in Chapter 608, F.S.

NRAI Services, Inc.

By: Sharon K. Gray

Sharon K. Gray

Registered Agent's Signature (REQUIRED)
Sharon K. Gray, Assistant Secretary

(CONTINUED)

Page 1 of 2

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager
"MGRM" = Managing Member

Name and Address:

MGR

John W.S. Preston
4650 Donald Ross Road, Suite 200
Palm Beach Gardens, FL 33418

MGR

Robert S. Green
2851 John Street, Suite One
Markham, Ontario L3R 5R7

MGR

Jeffrey Preston
4650 Donald Ross Road, Suite 200
Palm Beach Gardens, FL 33418

See Attached

See Attached for Additional Members

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(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a member.

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

Robert S. Green

Typed or printed name of signee

Filing Fees:

- \$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent
- \$ 30.00 Certified Copy (Optional)
- \$ 5.00 Certificate of Status (Optional)

ATTACHMENT TO ARTICLES OF ORGANIZATION
OF
LF2 PREFERRED GP LLC

ARTICLE IV- Manager(s) or Managing Member(s):
The name and address of each Manager or Managing Member is as follows:

Title:
"MGR" = Manager
"MGRM" = Managing Member

Name and Address:

- MGRM Sterling Land and Shopping Center
Development Fund II-C, L.P.
2851 John Street, Suite One
Markham, Ontario L3R 5R7
- MGRM Sterling Land and Shopping Center
Development Fund II-S, L.P.
2851 John Street, Suite One
Markham, Ontario L3R 5R7
- MGRM Sterling Land and Shopping Center
Development Fund II-Cdn, L.P.
2851 John Street, Suite One
Markham, Ontario L3R 5R7

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