

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number (850) 617-6383

From:

Account Name AGI REGISTERED AGENTS, INC.
Account Number 120000000205
Phone (305) 416-6800
Fax Number (305) 416-6811

L. SELLERS
SEP 14 2010
EXAMINER

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address

FLORIDA LIMITED LIABILITY CO.
121 OCEAN, LLC

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
121 OCEAN, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be **121 OCEAN, LLC**, a limited liability company (the "Company").

ARTICLE II -- ADDRESS

(a) The principal address of the Company shall be 555 Skokie Boulevard, Suite 225, Northbrook, IL 60062.

(b) The mailing address of the Company shall be 555 Skokie Boulevard, Suite 225, Northbrook, IL 60062.

ARTICLE III -- DURATION

The Company shall commence its existence on the date these articles of organization are filed with the Florida Department of State. The Company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Company in the State of Florida is AGI Registered Agents, Inc., 1000 Brickell Avenue, Suite 300, Miami, Florida 33131.

ADAMS GALLINAR, P.A.
1000 BRICKELL AVENUE * SUITE 300 * MIAMI, FLORIDA 33131
TELEPHONE 305.416.6800 * FACSIMILE 305.416.6811

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TALLAHASSEE, FLORIDA

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Page 2 of Articles of Organization of
121 Ocean, LLC

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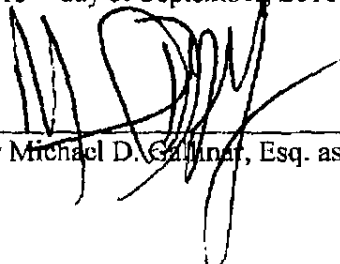
ARTICLE V -- MANAGEMENT

The Company shall be managed by the following Managing Member:

**Lincolnshire Associates II, Ltd.
A Texas Limited Partnership**

**555 Skokie Boulevard, Suite 225
Northbrook, IL 60062**

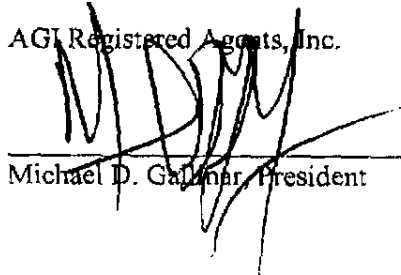
IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Miami, Florida, on this 13th day of September, 2010.



by Michael D. Gallinar, Esq. as Authorized Representative

ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT

Having been named the registered agent for the above corporation at the place designated in the foregoing Articles of Organization, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

AGI Registered Agents, Inc.


Michael D. Gallinar, President