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LIMITED LIABILITY COMPANY

Belle Terre 111, LLC

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION
OF
BELLE TERRE 111, LLC
a Florida limited liability company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. The name of the Limited Liability Company is BELLE TERRE 111, LLC (the "Company").
2. The mailing and street address of the principal office of the Company is: 825 Meadows Road, Suite 111, Boca Raton, Florida, 33486.
3. The name and address of the initial registered agent in the State of Florida, whose Certification of Designation of Registered Agent/Registered Office accompanies these Articles of Organization are: Jeffrey I. Miller, 825 Meadows Road, Suite 111, Boca Raton, Florida, 33486.
4. The Company is to be managed by its manager.

These Articles of Organization shall be effective upon filing.

The undersigned has executed these Articles of Organization on the 3 day of may, 2002.

BELLE TERRE 111, LLC

By: 

Jeffrey I. Miller, Authorized Representative

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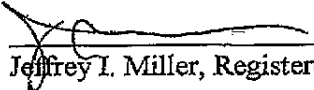
**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

1. The name of the limited liability company is: BELLE TERRE 111, LLC.
2. The name and address of the registered agent and office are:

Jeffrey I. Miller
825 Meadows Road, Suite 111
Boca Raton, Florida 33486

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 its 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.


Jeffrey I. Miller, Registered Agent

Date: May 3, 2002

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
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