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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

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Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Name
Wanda Kirby

Document

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Order

Order

Var. Fee

Amount

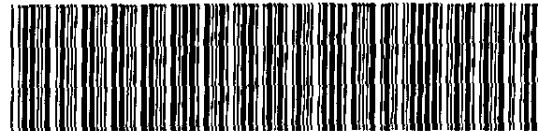
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Telephone: 305/448-3900 • Facsimile: 305/446-9206

Charles P. Sacher
Gregory T. Martini
Charles S. Sacher

Nancy A. Richman
OF COUNSEL
Martin E. Segal, P.A.

January 21, 2005

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Carola Apartments, LLC
Our File No. 4339-2

Dear Sir/Madam:

On behalf of the above-referenced limited liability company, I enclose herewith an original of the fully executed and notarized Articles of Organization, together with our firm check in the amount of \$155.00.

Please cause the original copy of the Articles of Organization to be filed among the corporate records of the State of Florida. Please return a certified copy to the undersigned.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$100.00
Certified Copy Fee	30.00
Registered Agent Fee	<u>25.00</u>
TOTAL	\$155.00

Thank you for your attention to this matter.

Sincerely,



Charles S. Sacher

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CSS/wh
Enclosures

**ARTICLES OF ORGANIZATION OF
CAROLA APARTMENTS, LLC**

The undersigned, desiring to form a Limited Liability Company under and pursuant to §608.405, Florida Statutes, does hereby certify as follows:

FIRST: The name of said limited liability company shall be CAROLA APARTMENTS, LLC.

SECOND: CAROLA APARTMENTS, LLC shall exist in perpetuity.

THIRD: Copies of the Operating Agreement of CAROLA APARTMENTS, LLC may be obtained from the Managers at 6327 S.W. 11th Street, Miami, Florida 33144 which is the place in the State of Florida where the principal office of the limited liability company is located. The mailing address of CAROLA APARTMENTS, LLC shall be 6327 S.W. 11th Street, Miami, Florida 33144.

FOURTH: The purposes for which CAROLA APARTMENTS, LLC is formed are:

- A. Engaging in any and all phases of the business of ownership of rental properties.
- B. Engaging in such other lawful acts or activities for which limited liability companies may be formed under Section 608.405, Florida Statutes.

FIFTH: The maximum number of ownership units which CAROLA APARTMENTS, LLC is authorized to have outstanding is one thousand (1000), all of which shall be identical units, and each of which shall represent the ownership of that percentage of the total units outstanding at any time as is the equivalent of the ratio in which one (1) is the numerator and the total units outstanding is the denominator.

SIXTH: CAROLA APARTMENTS, LLC desiring to organize under the laws of the State of Florida as a limited liability company has designated its initial registered office at 2655 LeJeune Road, Suite 1101, Miami-Dade County, Coral Gables, Florida, 33134 and has named CHARLES S. SACHER as its initial Registered Agent who is located at such address.

SEVENTH: The name and street address of the subscriber to these Articles of Organization of CAROLA APARTMENTS, LLC is as follows:

NAME

CHARLES S. SACHER

ADDRESS

2655 LeJeune Rd., Suite 1101
Coral Gables, FL 33134

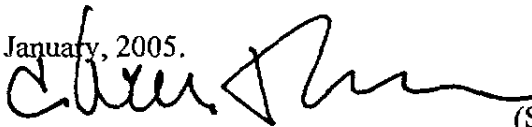
EIGHTH: The business of this limited liability company shall be conducted by a Managers who shall be elected by the Members, who shall be elected in accordance with the Operating Agreement.

The name and street address of the initial Managers, who shall hold office for the first year of its existence or until their successors are elected and qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
FRANCISCO SANTANA	6327 S.W. 11 th Street Miami, Florida 33144
ADRIANA PEREZ BENITEZ DE SANTANA	6327 S.W. 11 th Street Miami, Florida 33144

In accordance with the provisions of §608.409, the effective date of existence is specified to be January 21, 2005, so long as these Articles of Organization are filed with the Secretary of State within five (5) business days of this date.

WITNESS my hand and seal this 21 day of January, 2005.


(SEAL)

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

BEFORE ME, the undersigned authority, personally appeared CHARLES S. SACHER, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Organization, and he acknowledged before me that he executed and subscribed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Coral Gables, in said County and State, this 21 day of January, 2005.


Notary Public, State of Florida at Large

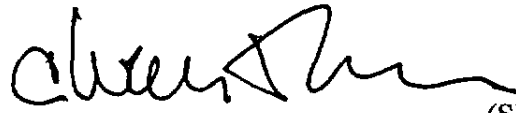
My commission expires:



Rosalie N. Roberts
Commission #DD285177
Expires: Jan 26, 2008
Bonded Thru
Atlantic Bonding Co., Inc.

ACKNOWLEDGMENT OF REGISTERED AGENT

Having been named to accept Service of Process for CAROLA APARTMENTS, LLC, at the place designated in Section SIXTH of the attached Articles of Organization, I hereby acknowledge that I am familiar with and accept the obligations of that position.



(SEAL)

CHARLES S. SACHER, Registered Agent

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TALLAHASSEE, FLORIDA