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Angelica M. Ahern
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LIMITED LIABILITY COMPANY

FONTAINBLEAU LAKES, LLC

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**ARTICLES OF ORGANIZATION
FOR
FONTAINBLEAU LAKES, LLC**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is: Fontainbleau Lakes, LLC.

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 5835 Blue Lagoon Drive, 4th Floor, Miami, FL 33126.

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

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

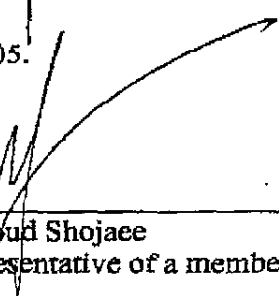
Masoud Shojaee
5835 Blue Lagoon Drive
4th Floor
Miami, FL 33126

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.



Masoud Shojaee
Registered Agent's Signature

Signed and dated this 11th day of July, 2005.



Masoud Shojaee
Authorized representative of a member

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