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STEARNS WEAVER MILLER

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

MM YMCA Village Carver Phase II, LLC

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**ARTICLES OF ORGANIZATION OF  
MM YMCA VILLAGE CARVER PHASE II, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company is MM YMCA Village Carver Phase II, LLC (the "Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company is 2950 S. W. 27th Avenue, Suite 200, Miami, Florida 33133.

**ARTICLE III - DURATION**

The period of duration for the Company shall be perpetual.

**ARTICLE IV - REGISTERED OFFICE AND AGENT AND ADDRESS**

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

<u>Name</u>	<u>Address</u>
Brian J. McDonough	2200 Museum Tower 150 West Flagler Street Miami, Florida 33130

**ARTICLE V - MANAGEMENT**

The Company is a manager-managed limited liability company.

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IN WITNESS WHEREOF, the undersigned authorized representative of the Members has made and subscribed these Articles of Organization for the foregoing uses and purposes this 14 day of August, 2006.

  
Brian J. McDonough  
Authorized Representative of Member

**REGISTERED AGENT'S ACCEPTANCE**

Having been named as registered agent and to accept service of process for MM YMCA Village Carver Phase II, LLC, a Florida limited liability company, at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

  
Brian J. McDonough, Registered Agent

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