

11/27/2006 14:01 FAX

Division of Corporations

001/004

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To:
Division of Corporations
Fax Number : (850)205-0383

From:
Account Name : MELAND RUSSIN & BUDWICK, P.A.
Account Number : 120040000113
Phone : (305)358-6363
Fax Number : (305)358-1221

FLORIDA/FOREIGN LIMITED LIABILITY CO.

COHENDOWNS, LLC

Certificate of Status	1
Certified Copy	0
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Estimated Charge	\$130.00

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ARTICLES OF ORGANIZATION

OF

COHENDOWNS, LLC

ARTICLE I - Name

The name of the company is COHENDOWNS, LLC, a Florida limited liability company (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is:

6800 Nervia Street
Coral Gables, Florida 33146

ARTICLE III - Initial Registered Office and Agent

The name of the initial registered agent of the Company and the street address of the registered office of this Company is:

Meland, Russin & Budwick, P.A.
3000 Wachovia Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

ARTICLE III - Initial Managers

The initial Managers of the Company are as follows:

Peter Cohen
6800 Nervia Street
Coral Gables, Florida 33146

Charles Downs
200 South Biscayne Blvd. Suite 1150
Miami, Florida 33131

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IN WITNESS WHEREOF, I have hereunto affixed my hand, as an authorized representative of this limited liability company on the 22 day of November, 2006.

COHENDOWNS, LLC
a Florida limited liability company

By: 

Mark S. Meland,
as authorized representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, 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:

COHENDOWNS, LLC, a Florida limited liability company.

- 2) The name and address of the registered agent and office is:

Meland, Russin & Budwick, P.A.
3000 Wachovia Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

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 designation 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.

Meland, Russin & Budwick, P.A.

11/22/06
Date

By: 

Mark S. Meland, President