

Division of Corporations

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Florida Department of State

Division of Corporations
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LIMITED LIABILITY COMPANY

LAS PALMAS, L.L.C.

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**ARTICLES OF ORGANIZATION
OF
LAS PALMAS, L.L.C.**

The undersigned, acting as the organizing member of a limited liability company under the Florida Limited Liability Company Act, adopts the following Articles of Organization for such limited liability company (the "Company"):

**ARTICLE I
Name**

The name of the Company is LAS PALMAS, L.L.C.

**ARTICLE II
Principal Office and Mailing Address**

The principal office and mailing address of the Company are: c/o New York Life Insurance Company, 51 Madison Avenue, New York, New York 10010.

**ARTICLE III
Initial Registered Agent and Office**

The street address of the initial registered office of the Company is 222 Lakeview Avenue, Suite 1400, West Palm Beach, Florida 33401, and the name of its initial registered agent at that address is Carlton Fields, P.A.

**ARTICLE IV
Organizing Member**

The name and address of the member of the Company executing these Articles of Organization are:


<u>Name</u>	<u>Address</u>
New York Life Insurance Company	51 Madison Avenue New York, New York 10010

**ARTICLE V
Management**

The Company shall be a member-managed company.

Dated this 14th day of November, 2000.

New York Life Insurance Company,
a New York mutual insurance company

By: 
Its: REAL ESTATE VICE PRESIDENT
Organizing Member

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David P. Burke, Esq.

Carlton Fields, P.O. Box 3239, Tampa, FL 33601

Ph: 813-223-7000; Fax: 813-229-4133; Fla. Bar No.: 350011

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ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Company, at the place designated as the registered office, 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 the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Dated this 15 day of November, 2000.

REGISTERED AGENT:

Carlton Fields, P.A.

By: Thomas G. HansonName: Thomas A. Hanson

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