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LIMITED LIABILITY COMPANY

CAROL CITY GARDENS LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
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**ARTICLES OF ORGANIZATION  
OF  
CAROL CITY GARDENS LLC**

The undersigned member adopts the following Articles of Organization pursuant to the provisions of the Florida Limited Liability Company Act (the "Act").

**ARTICLE I.  
NAME OF COMPANY**

The name of the limited liability company is CAROL CITY GARDENS LLC (the "Company").

**ARTICLE II.  
PERIOD OF DURATION**

The Company shall exist perpetually, unless sooner dissolved in accordance with the Company's Regulations or Florida law.

**ARTICLE III.  
PRINCIPAL BUSINESS ADDRESS**

The street address of the Company's principal office and the mailing address of the Company is as follows: c/o GFI Management Services, Inc., 50 Broadway, New York, New York 10004.

**ARTICLE IV.  
REGISTERED AGENT**

The name and address of the Company's initial registered agent in the State of Florida is as follows: Jerry Migdol, 11105 SW 200<sup>th</sup> Street, Miami, Florida 33157.

**ARTICLE V.  
REQUIREMENTS FOR ADMISSION  
OF ADDITIONAL MEMBERS**

Additional persons may be admitted to the Company as members and membership interests may be created and issued to these persons upon the approval of holders of a majority in interest of the remaining members entitled to vote.

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**ARTICLE VI.  
DISSOLUTION AND RIGHT TO CONTINUE BUSINESS**

The Company shall be dissolved upon the first to occur of the following:

- (a) The unanimous written consent of all the Company's members
- (b) Upon the death, retirement, resignation, expulsion, dissolution or bankruptcy of a member, or any other event which terminates the membership of a member in the Company, the existence and business of the Company shall be continued by the remaining members without the necessity for the consent or vote of the members.

**ARTICLE VII.  
MANAGEMENT**

The Company will be managed by the members of the Company in accordance with the Company's regulations. The names and addresses of the Company's managing member is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Edith Gross	c/o GFI Management Services, Inc. 50 Broadway New York, New York 10004

**ARTICLE VIII.  
PURPOSE**

The Company is organized for any legal and lawful purpose for which a limited liability company may be organized pursuant to the Act.

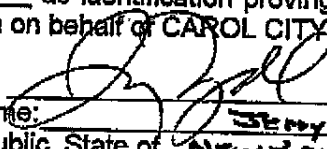
**IN WITNESS WHEREOF**, the following member has executed these articles of organization on this 5<sup>th</sup> day of February 2001.

  
\_\_\_\_\_  
Edith Gross

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STATE OF NEW YORK )  
 )  
 ) ss  
COUNTY OF NEW YORK )

Before me on the 5th day of February, 2001, personally appeared EDITH GROSS, who is known to me or who produced \_\_\_\_\_ as identification proving to be the person who executed the foregoing articles of organization on behalf of CAROL CITY GARDENS LLC.

Notary:   
Print Name: Gerald S. Migdol  
Notary Public, State of New York  
My commission expires: 9/6/02

NOTARY SEAL

GERALD S. MIGDOL  
Notary Public, State of New York  
No. 02M15032976  
Qualified in New York County  
My Commission Expires 09/06/20 02

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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 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: CAROL CITY GARDENS LLC
2. The name and address of the registered agent and office is:

Jerry Migdol  
11105 SW 200<sup>th</sup> Street  
Miami, Florida 33157

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.

2/5/07  
(Date)



Jerry Migdol

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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