

L0100000 2604

February 2, 2001

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

900003708009--1
-02/16/01--01122--010
****160.00 ****155.00

RE: Organization of a new LLC

Dear Sir or Madam:

Enclosed please find the Articles of organization for Uptown Classic Properties JV1, LLC. Additionally, I have submitted the a total filing fee of \$^{160.00} which includes:

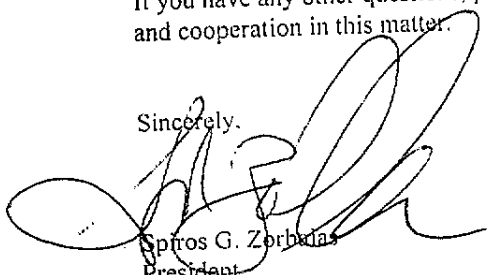
1. Filing fee of \$100;
2. Designation of registered agent fee of \$25; and,
3. Certified copy fee of \$30.00;
4. Certificate of Status \$5.00.

Please send me a true and original certified copy to the address below, which is also our mailing address:

Send Certified Copy To: Uptown Classic Properties JV1, LLC
Attn: Spiros G. Zorbalas
711 West 22nd Street
Minneapolis, MN 55405

If you have any other questions, please feel free to contact me toll-free at 612.377.1360 Thank you for time and cooperation in this matter.

Sincerely,


Spiros G. Zorbalas
President

Uptown Classic Properties JV1, LLC
117 St. James Way
Naples, FL 34104

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STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

Optima Classic Properties JV1, LLC

ARTICLE II - Address:

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

117 St. James Way
Naples, FL 34104

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

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

Spiros G. Zorbalas
Name
117 St. James Way
Florida street address (P.O. Box **NOT** acceptable)
Naples FL 34104
City, State, and Zip

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.

[Signature]
Registered Agent's Signature

Article IV - Management (Check box if applicable.)

☒ The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager - managed company.

(An additional article must be added if an effective date is requested)

[Signature]
Signature of a member or an authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Spiros G. Zorbalas
Typed or printed name of signee

Filing Fees:

\$100.00 Filing Fee for Articles of Organization
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (Optional)
\$ 5.00 Certificate of Status (Optional)

FILED
01 FEB 16 AM 9:24
SECOND FLOOR
TALLAHASSEE, FLORIDA