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Florida Department of State
Division of Corporations
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((H01000025863 1)))

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To:
Division of Corporations
Fax Number : (850) 922-4003

From:
Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

LIMITED LIABILITY COMPANY
MSCI 1998-CF1 FLORIDA HOLDINGS, LLC

| | |
|-----------------------|----------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
| Page Count | 02 |
| Estimated Charge | \$160.00 |

Electronic Filing Menu

Corporate Filing

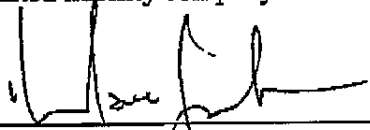
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FAX AUDIT NO. H01 - 000025863

ARTICLES OF ORGANIZATION
OF
MSCI 1998-CF1 FLORIDA HOLDINGS, LLC

1. The name of the limited liability company is MSCI 1998-CF1 FLORIDA HOLDINGS, LLC.
2. The mailing address and the street address of the principal office of the limited liability company are c/o Lennar Partners, Inc., 760 NW 107th Avenue, Suite 400, Miami, Florida 33172.
3. The name and street address of the initial registered agent of the limited liability company are C T Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.
4. The limited liability company shall be managed by a manager.
5. The limited liability company shall commence as of 12:01 A.M. on March 12, 2001.

IN WITNESS WHEREOF, these Articles of Organization have been executed by the belownamed authorized representative of the member of the limited liability company effective as of the 12th day of March, 2001.


Kendall Sparkman
Authorized Representative

01 MAR 12 PM 3:15
FILED
SECRET
TALLAHASSEE, FLORIDA

FAX AUDIT NO. H01 - 000025863

FAX AUDIT NO.: H01-000025863

**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 OF-
FICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

FILED
01 MAR 12 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is: _____

MS CT 1998-CEI Florida Holdings, LLC

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

C T CORPORATION SYSTEM

(Name)

c/o C T CORPORATION SYSTEM, 1200 South Pine Island Road

(P.O. Box not acceptable)

Plantation, FL 33324

(City/State/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.*

C T CORPORATION SYSTEM

By: 

(Signature)

PETER F. SOUZA
ASSISTANT SECRETARY

3/12/2001

(Date)

FILING FEE: \$ 35 for Designation of Registered Agent

FAX AUDIT NO.: H01-000025863