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From: Account Name : BILZIN, SUMBERG DUNN PRICE & AXELROD LLP
Account Number : 075350000132
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LIMITED LIABILITY COMPANY

NLFC 1998-1 BELAIR, LLC

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FAX AUDIT NO. H01- 42774

ARTICLES OF ORGANIZATION
OF
NLFC 1998-1 BELAIR, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is NLFC 1998-1 BELAIR, 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 N.W. 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. The name and address of the initial manager of the limited liability company is Lennar Partners, Inc., 760 N.W. 107th Avenue, Suite 400, Miami, Florida 33172.

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 20th day of April, 2001.


Kendall Sparkman
Authorized Representative

FAX AUDIT NO.: H01-42774

**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: _____

_____ NLFC 1998-1 BELAIR, 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

_____ April 20, 2001 _____

(Date)

FAX AUDIT NO.: H01-42774

FILING FEE: \$ 35 for Designation of Registered Agent

28

(FL. - LLC 3364 - 3/10/97)

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