

Division of Corporations

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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : MURAI, WALD, BIONDO, MORENO, P.A.
Account Number : 076150002103
Phone : (305) 358-5900
Fax Number : (305) 358-4842

LIMITED LIABILITY COMPANY**Grand Key Estates II, L.C.**

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|-----------------------|----------|
| Certificate of Status | 0 |
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**ARTICLES OF ORGANIZATION
FOR
GRAND KEY ESTATES II, L.C.**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608 of the Florida Statutes entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of this Limited Liability Company is **Grand Key Estates II, L.C.**

ARTICLE II

ADDRESS

The mailing address and street address of the principal office of the Company is 1101 Brickell Avenue North Tower, Suite 300, Miami, Florida 33131.

ARTICLE III

DURATION

The period of this Company's duration shall be perpetual.

ARTICLE IV

MANAGEMENT

Management of the Company is to be reserved to the members.

THIS INSTRUMENT PREPARED BY:

Cristina Echarte Brochin
FL Bar #: 581410
Murai Wald Biondo & Moreno P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

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ARTICLE IV
MANAGEMENT

Management of the Company is to be reserved to the members.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company in the State of Florida is 900 Ingraham Building, 25 S.E. 2nd Avenue, Miami, FL 33131 and the name of the initial registered agent of the Company at that address is Murai Wald Biondo & Moreno, P.A.

ARTICLE VI
ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted upon the approval of a majority in interest of the members of the Company and upon the written application of such new member, in the manner set forth in the Operating Agreement of the Company.

ARTICLE VII
RIGHT TO CONTINUE BUSINESS

The remaining members may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which

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AUG-21-2001 TUE 04:25 PM Murai Wald Biondo

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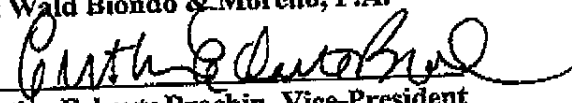
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terminates the continued membership of a member in the Company.

IN WITNESS WHEREOF, the undersigned sole Member's authorized representative has hereunto set its hand and seals this 24 day of August, 2001.

**MEMBER'S AUTHORIZED
REPRESENTATIVE:**

Murai Wald Biondo & Moreno, P.A.

By: 
Cristina Echarte Brochin, Vice-President

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
FOR
GRAND KEY ESTATES II, L.C.**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA

That, **Grand Key Estates II, L.C.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization, at County of Miami-Dade, State of Florida, has named Murai, Wald, Biondo & Moreno, P.A., located at 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated limited liability company, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 21 day of August, 2001.

MURAI, WALD, BIONDO & MORENO, P.A.

By: 

Name: Cristina Echarte Brochin

Title: Vice-President

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