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FOUNDED 1893

January 4, 2002

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*****155.00 *****155.00

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

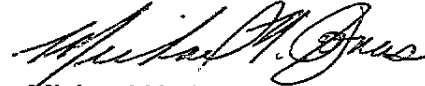
Re: G & D Real Estate Holdings, LLC

Dear Sir/Madam:

Enclosed for filing with the State is the original of Articles of Organization above-referenced company, and this firm's check in the amount of \$155.00 representing the filing fee, the registered agent fee and the cost of a certified copy. Please return the certified copy to the undersigned in the return Federal Express package at your earliest convenience.

If you have any questions or if you require any additional information, please do not hesitate to contact me. Thanking you in advance for your cooperation, I remain

Very truly yours,


Michael N. Jonas

MNJ/dk
Enclosures

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--SECRETARY OF STATE
TALLAHASSEE, FLORIDA

L02-692
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**ARTICLES OF ORGANIZATION
FOR
G & D REAL ESTATE HOLDINGS, LLC**

ARTICLE I - NAME:

The name of the Limited Liability Company is:

G & D REAL ESTATE HOLDINGS, LLC

ARTICLE II - ADDRESS:

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

G & D REAL ESTATE HOLDINGS, LLC
4114 Northlake Blvd., Suite 200
Palm Beach Gardens, FL 33410

ARTICLE III - PURPOSES AND POWERS:

In addition to the Powers authorized by the laws of the State of Florida for limited liability companies, the general nature of the business or businesses to be transacted and which the limited liability company is authorized to transact, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. To carry on any and all incidental business; to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any and all of the things set forth in these Articles to the same extent that a natural person might or could do.

ARTICLE IV - REGISTERED AGENT:

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

Robert E. Gordon
4114 Northlake Blvd., Suite 200
Palm Beach Gardens, FL 33410

ARTICLE V - MANAGEMENT:

The Limited Liability Company which is to be managed by the members and is therefore, a member-managed company.

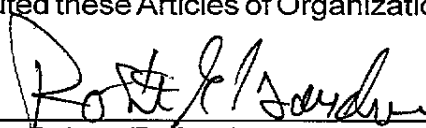
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VII - SUBSCRIBER:

The name and address of the person executing these Articles of Organization as a Subscriber is:

Robert E. Gordon
4114 Northlake Blvd., Suite 200
Palm Beach Gardens, FL 33410

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 4th day of January, 2002.

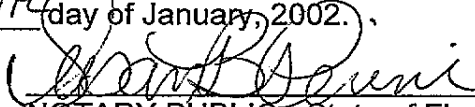

Print: Robert E. Gordon, Subscriber

STATE OF FLORIDA

COUNTY OF Palm Beach

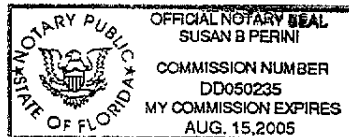
BEFORE ME, a Notary Public authorized in the County and State set forth above, appeared Robert E. Gordon, as Subscriber, personally known to me, or who has produced FL Driver License as identification, to be the person who, as a Subscriber, executed the foregoing Articles of Organization of G & D REAL ESTATE HOLDINGS, LLC, and he acknowledged before me that he executed same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State last aforesaid, this 4th day of January, 2002.


NOTARY PUBLIC - State of Florida

Susan B Perini
Name of Notary - Please print

My Commission Expires:



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TALLAHASSEE, FLORIDA

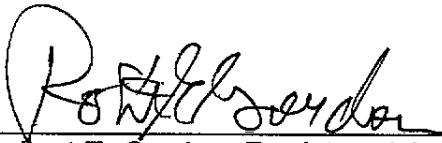
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement to designate a registered office and registered agent in the State of Florida.

1. The name of the limited liability company is G & D REAL ESTATE HOLDINGS, LLC.
2. The name and the Florida street address of the registered agent are:

Robert E. Gordon
4114 Northlake Blvd., Suite 200
Palm Beach Gardens, FL 33410

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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Robert E. Gordon, Registered Agent

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