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Florida Department of State
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To:

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

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

LIMITED LIABILITY COMPANY

LOFTS OF AVENTURA, LLC

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION
OF
LOFTS OF AVENTURA, LLC
*A Limited Liability Company***

ARTICLE I - NAME

The name of the Limited Liability Company ("Company") is: **LOFTS OF AVENTURA, LLC**

ARTICLE II - ADDRESS

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

**LOFTS OF AVENTURA, LLC
c/o 20801 Biscayne Boulevard, Suite 505
Aventura, Florida 33180**

ARTICLE III - DURATION

This Limited Liability Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV - PURPOSE

This Limited Liability Company is organized for the purpose of transacting any or all lawful business for which a limited liability company may be organized pursuant to Chapter 608, Florida Statutes, as amended from time to time.

ARTICLE V - MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers and the name and address of such manager, to serve until a successor or successors are elected and qualified are:

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Waterlofts LLC
2 South Biscayne Boulevard
Suite 2980
Miami, Florida 33131

Odessa Development, Inc.
347 N.W. 45 Avenue
Deerfield Beach, Florida 33443

ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

Members of the Company have the right to admit new members. Additional members may be admitted only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII - MEMBERS RIGHTS TO CONTINUE BUSINESS

The remaining Members of the Company shall have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a Member in accordance with the Operating Agreement.

WATERLOFTS LLC

By: [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 affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

JACQUES CLAUDIO SPINELMAN
Typed or printed name of signee

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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: **LOFTS OF AVENTURA, LLC**
2. The name and the Florida street address of the registered agent are:

**DADE COUNTY CORPORATE AGENTS, INC.
20801 Biscayne Boulevard, Suite 505
Aventura, FL 33180**

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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.

DADE COUNTY CORPORATE AGENTS, INC.

By: _____

Gary A. Kinnick Vice Pres.
Signature

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