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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

real estate ventures II, llc

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$155.00

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION FOR
REAL ESTATE VENTURES II, LLC.
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute, Section 608.401 et. seq., entitled the Florida Limited Liability Company Act, does hereby adopt the following Articles of Organization for such company:

1. **NAME.** The name of this company shall be **REAL ESTATE VENTURES II, LLC.**

2. **ADDRESS OF COMPANY.** The mailing and street address of the principal office of the Company is 1775 Eagle Trace Boulevard West, Coral Springs, Florida 33071.

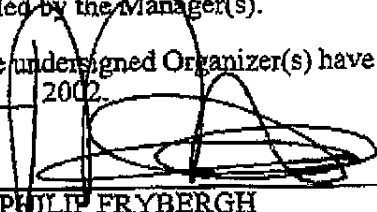
3. **REGISTERED AGENT AND OFFICE.** The name and street address of the initial registered agent and office for the Company is as follows: **ARTHUR R. ROSENBERG**, located at 4875 North Federal Highway, 7th Floor, Fort Lauderdale, Florida 33308.

4. **MANAGEMENT OF THE COMPANY.** The business of the Company shall be managed by its members.

5. **PURPOSE OF COMPANY.** The Company is being formed to engage in any activity or business permitted under the laws of the United States and of the State of Florida and such other states in which the Company may engage in business.

6. **REGULATIONS OF COMPANY.** The members may adopt such Regulations governing the operations, and management of the Company, the admission of new members, the transfer of a member's interest and the termination of member(s). The members shall have the power to adopt, alter, amend or repeal the regulations of the Company, unless vested in the Manager(s) of the company by these Articles or any amendments made hereto. Regulations adopted by the Members or by the Manager(s) may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager(s).

IN WITNESS WHEREOF, the undersigned Organizer(s) have hereunto set their hands and seals this 29 day of MAY 2002.


PHILIP FRYBERGH
[MEMBER OR AUTHORIZED REPRESENTATIVE]

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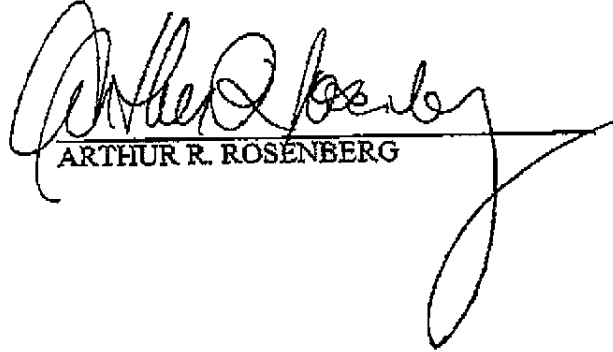
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Prepared by:
Arthur R. Rosenberg (FBN 325805)
4875 N. Federal Highway, 7th Floor
Fort Lauderdale, FL 33308
(954) 772-5151

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ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above stated Limited Liability Company, 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.



ARTHUR R. ROSENBERG

am/Michael Michael Rosenberg

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TALLAHASSEE, FLORIDA

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