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INC.

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1.) *Wynwood* *Lofts, LLC*
(CORPORATE NAME & DOCUMENT #)

2.)
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3.)
(CORPORATE NAME & DOCUMENT #)

4.)
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5.)
(CORPORATE NAME & DOCUMENT #)

DIVISION OF CORPORATION

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SPECIAL INSTRUCTIONS

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ARTICLES OF ORGANIZATION

OF

WYNWOOD LOFTS, LLC

THE UNDERSIGNED, pursuant to the provisions of Chapter 608 of the Florida Statutes for the purpose of forming a Limited Liability Company under the laws of the State of Florida do hereby set forth the following:

1. NAME

The name of the Limited Liability Company is:

WYNWOOD LOFTS, LLC

2. PERIOD OF DURATION

This limited liability shall have perpetual existence.

3. PURPOSE

The purpose is to own and operate certain real property located at 250 NW 23rd Street, Miami, Florida, 33127, and to engage in such other business and activities as may be permitted by the laws of the State of Florida. The Limited Liability Company shall have all of the powers vested in limited liability companies organized and existing by virtue of said laws.

4. ADDRESS OF PLACE OF BUSINESS AND MAILING ADDRESS

The address of the place of business and mailing address in Florida for the Limited

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Liability Company is 2121 Ponce DeLeon Boulevard, Suite 1100, Coral Gables, Florida 33134.

5. REGISTERED AGENT

The name and address of the initial Registered Agent in Florida for the Limited Liability Company is **SANFORD B. HORWITZ**, 2121 Ponce DeLeon Boulevard, Suite 1100, Coral Gables, Florida 33134.

6. ADDITIONAL MEMBERS

This Limited Liability Company may admit additional members subject to approval by vote of a majority of the existing members.

7. CONTINUITY OF BUSINESS

The members remaining after the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or after any other event which terminates the membership of a member, have the right to continue the business of this Limited Liability Company subject to the approval by unanimous vote of the remaining members.

8. MANAGEMENT

The business and affairs of the Limited Liability Company shall be managed and all decisions shall be made by the a majority vote of the members, each member having one vote for each percentage point (or the appropriate fraction thereof) of

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“percentage ownership” in the Limited Liability Company. Notwithstanding the same, the execution of any instrument, including deeds, mortgages, leases and other contracts, purporting to be signed on behalf of the Limited Liability Company by any two (2) members shall, as to any third party relying thereon, be conclusively presumed to have been the authorized act of the Limited Liability Company, and shall, for all purposes, bind it. The names, addresses and fractional interest of the members of the Limited Liability Company are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>FRACTIONAL INTEREST</u>
Michael B. Goldstein	2121 Ponce DeLeon Blvd. Suite 1100 Coral Gables, FL 33134	1/6
Sanford B. Horwitz	2121 Ponce DeLeon Blvd. Suite 1100 Coral Gables, FL 33134	1/6
David L. Lombardi	167 N.W. 25 th Street Miami, FL 33127	1/6
Todd M. Glaser	167 N.W. 25 th Street Miami, FL 33127	1/6
William Miranda	5981 S.W. 136 th Street Miami, FL 33156	1/6
Stephen Horwitz	2999 N.E. 191 st Street North Miami Beach, FL	1/6

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9. REGULATIONS

The regulations of this Limited Liability Company may only be adopted, amended, altered or repealed by a majority vote of the members, said votes being cast in the manner set forth in Paragraph 10 above.

10. AMENDMENT

This Limited Liability Company reserves the right to amend, alter or repeal any provision contained in these Articles of Organization by a majority vote of the members, said votes being cast in the manner set forth in Paragraph 10 above.

Executed this 21 day of May, 2002.

Michael B Goldstein
MICHAEL B. GOLDSTEIN

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STATE OF FLORIDA
COUNTY OF Dade

The foregoing instrument was acknowledged before me this 21 day of May, 2002, by **MICHAEL B. GOLDSTEIN**, member of **WYNWOOD LOFTS, LLC.**, a Florida Limited Liability Company to be formed, who is personally known to me, or if not, produced 21A as identification.

Heather Maria Caraballo
Notary Public
My Commission Expires:



Heather Maria Caraballo
My Commission DD041635
Expires July 11 2005

Executed this 21 day of May, 2002.

Sanford B. Horwitz (SEAL)
SANFORD B. HORWITZ

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 21 day of May, 2002, by **SANFORD B. HORWITZ**, member of **WYNWOOD LOFTS, LLC**, a Florida Limited Liability Company to be formed, who is personally known to me, or if not, produced N/A as identification.

Heather Maria Caraballo
Notary Public

My Commission Expires:



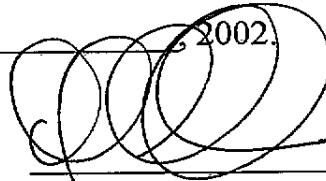
Heather Maria Caraballo
My Commission DD0418
Expires July 11 2005

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TALLAHASSEE, FLORIDA

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Executed this 30 day of MAY, 2002.



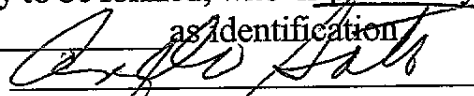
(SEAL)

DAVID L. LOMBARDI

STATE OF FLORIDA

COUNTY OF Miami-Dade

The foregoing instrument was acknowledged before me this 30 day of May, 2002, by **DAVID L. LOMBARDI**, member of **WYNWOOD LOFTS, LLC**, a Florida Limited Liability Company to be formed, who is personally known to me, or if not, produced N/A as identification.


Notary Public

My Commission Expires:



CLERK OF STATE
TALLAHASSEE, FLORIDA

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Executed this 30 day of May, 2002.

Stephen Horwitz
STEPHEN HORWITZ

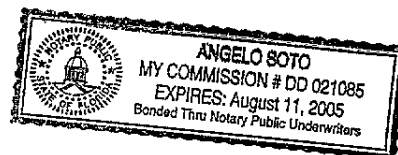
STATE OF FLORIDA

COUNTY OF Miami Dade

The foregoing instrument was acknowledged before me this 30 day of May, 2002, by **STEPHEN HORWITZ**, member of **WYNWOOD LOFTS, LLC**, a Florida Limited Liability Company to be formed, who is personally known to me, or if not, produced 17632794473000 as identification.

Angelo Soto
Notary Public

My Commission Expires:

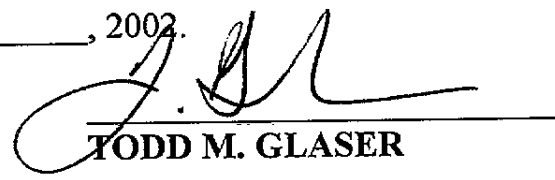


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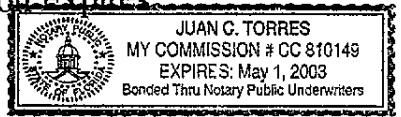
Executed this 30 day of MAY, 2002.


TODD M. GLASER

STATE OF FLORIDA
COUNTY OF Miami Dade

The foregoing instrument was acknowledged before me this 31 day of May, 2002, by TODD M. GLASER, member of WYNWOOD LOFTS, LLC, a Florida Limited Liability Company to be formed, who is personally known to me, or if not, produced N/A as identification.


Notary Public
My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Executed this 30 day of May, 2002.

William Miranda
WILLIAM MIRANDA

STATE OF FLORIDA
COUNTY OF Monroe

The foregoing instrument was acknowledged before me this 30 day of May, 2002, by **WILLIAM MIRANDA**, member of **WYNWOOD LOFTS, LLC**, a Florida Limited Liability Company to be formed, who is personally known to me, or if not, produced M653 92051347-4 as identification.

Angelo Soto
Notary Public
My Commission Expires



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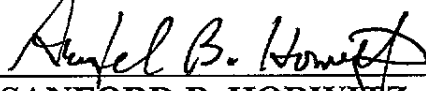
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TALLAHASSEE, FLORIDA

ACCEPTANCE BY REGISTERED AGENT

HAVING been appointed the Registered Agent of **WYNWOOD LOFTS, LLC**, the undersigned accepts such an appointment, agrees to act in such capacity and accepts the obligations proposed by Florida Statutes Section 608.415 and is herewith simultaneously designated as Registered Agent by **WYNWOOD LOFTS, LLC**.

Executed this 30 day of may, 2002.


SANFORD B. HORWITZ,
REGISTERED AGENT

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