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MJH

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

cl real estate holdings, llc

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$155.00

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

September 26, 2002

EMPIRE

SUBJECT: CL REAL ESTATE HOLDINGS, LLC
REF: W02000024034

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Effective October 1, 1999, Chapter 608, Florida Statutes, does not require or permit the filing of an "Affidavit of Membership and Capital Contributions." Therefore, the enclosed document has not been filed and is being returned to you.

Remove Article V which refers to "exhibit A" the affidavit.,

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6967.

Michelle Hodges
Document Specialist

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ARTICLES OF ORGANIZATION

OF

CL REAL ESTATE HOLDINGS, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

ARTICLE I -- NAME

The name of the limited liability company shall be CL Real Estate Holdings, LLC ("Company").

ARTICLE II -- ADDRESS

The mailing address and street address of the principal office of the company shall be 8550 West Flagler Street, Suite 116, Miami, Florida 33144.

ARTICLE III -- DURATION

The 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.

ARTICLE IV -- REGISTERED OFFICE AND AGENT

The name and street address of the Registered Agent of the company in the State of Florida is Law Offices of Carrillo & Carrillo, P.A. 1401 Ponce De Leon Blvd., Suite 200, Coral Gables, Florida 33134.

THIS INSTRUMENT PREPARED BY:
Felix R. Carrillo, ESQUIRE
Law Offices of Carrillo & Carrillo, P.A.
1401 Ponce De Leon Blvd.
Suite 200
CORAL GABLES, FL. 33134
TELEPHONE (305) 460-6901
FLORIDA BAR 1957460

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TALLAHASSEE FLORIDA

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**PAGE TWO ARTICLES OF ORGANIZATION OF
CL REAL ESTATE HOLDINGS, LLC**

ARTICLE V -- ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

ARTICLE VI -- MANAGEMENT

The company shall be managed by member-managers in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial managers of the company signing these Articles are LEE RAMIREZ of 8550 West Flagler Street, Suite 116, Miami, Florida, 33144, and CHARBEL ABUD of 8550 West Flagler Street, Suite 116, Miami, Florida, 33144.

ARTICLE VII - INDEMNIFICATION AND LIABILITY


The Company may, as determined by the manager of the Company, indemnify and advance expenses to a Member, Manager, employee or agent of the Company in connection with any proceeding, to the extent permitted by and in accordance with applicable laws and statutes and the regulations of the Company.

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**PAGE THREE ARTICLES OF ORGANIZATION OF
CL REAL ESTATE HOLDINGS, LLC**

IN WITNESS WHEREOF, the undersigned organizer has made and subscribed these Articles of Organization in Miami, Florida, on this 5th day of September, 2002.

CHARBEL ABUD

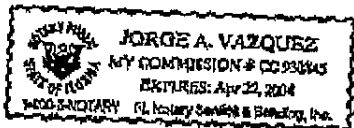



By: _____

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE) SS.

Before me, a Notary Public authorized in the State and County set forth above, personally appeared Charbel Abud, known to me and known by me to be the person, who, as organizer, executed the foregoing Articles of Organization and acknowledged before me that she/he executed those Articles of Organization.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 25th day of September, 2002.





NOTARY PUBLIC, State of Florida
Printed Name of Notary Public
My Commission Expires:

