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Florida Department of State
Division of Corporations
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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

pine run developers, llc

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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS

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ARTICLES OF ORGANIZATION

OF

PINE RUN DEVELOPERS, LLC
A Limited Liability Company

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ARTICLE I - NAME

The name of the limited liability company ("Company") is: PINE RUN DEVELOPERS, LLC

ARTICLE II - ADDRESS

The mailing and street address of the Company's principal office is: 20533 Biscayne Boulevard, #N-144, Aventura, Florida 33180.

ARTICLE III - DURATION

The 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 managers, to serve until a successor or successors are elected and qualified are: Irving Carpmann and Michael Levin, 20533 Biscayne Boulevard, #N-144, Aventura, Florida 33180.

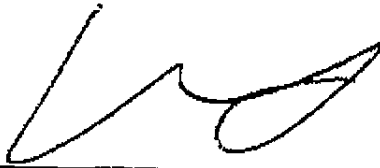
ARTICLE VI - ADMISSION OF ADDITIONAL MEMBERS

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.

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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.



Signature of an authorized representative of a member

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(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.)

Brian E. Port

Typed or printed name of signee

H02000110

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES,
THE UNDERSIGNED LIMITED COMPANY SUBMITS THE FOLLOWING STATEMENT TO
DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF
FLORIDA.

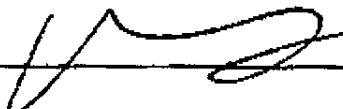
1. The name of the limited liability company is: PINE RUN DEVELOPERS LLC
2. The name and the Florida street address of the registered agent is:

DADE COUNTY CORPORATE AGENTS, INC.
Suite 505
20801 Biscayne Boulevard
Aventura, Florida 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:  Signature

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