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LLC

1.) CitiLofts of YBOR, L.L.C.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

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**ARTICLES OF ORGANIZATION
OF
CITILOFTS OF YBOR, L.L.C.**

a Florida Limited Liability Company

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TALLAHASSEE, FLORIDA

**ARTICLE I
Name**

The name of this Limited Liability Company is CITILOFTS OF YBOR, L.L.C. (the "Company").

**ARTICLE II
ADDRESS**

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

1313 Gray St.
Tampa, Florida 33606

**ARTICLE III
DURATION**

The Company's existence shall commence upon the acceptance of the Articles of Organization by the Secretary of State of Florida and shall continue in existence until the expiration of fifty (50) years from such commencement date, unless sooner terminated, liquidated, or dissolved by law or by the unanimous consent of the Members.

**ARTICLE IV
MEMBERS**

The name and address of the members of the Limited Liability Company are as follows:

Harry Cohen
1313 Gray Street
Tampa, FL 33606

Haley Cohen
1313 Gray Street
Tampa, FL 33606

Marissa Christian
1313 Gray Street
Tampa, FL 33606

ARTICLE V
MANAGEMENT

The Limited Liability Company is to be managed by one or more members and is therefore a member-managed company. The name and addresses of the manager(s) is, as follows:

Harry Cohen

1313 Gray Street

Tampa, FL 33606

Haley Cohen
Marissa Christen

Gray Street
1313 Gray Street

FL 33606
Tampa, FL 33606

1313

Tampa,

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TALLAHASSEE, FLORIDA

ARTICLE VI
REGISTERED AGENT AND REGISTERED OFFICE

The name and the Florida street address of the Registered Agent is:

Harry Cohen
1313 Gray Street
Tampa, FL 33606

CITILOFTS OF YBOR, LLC
a Florida limited liability company

By:

Harry Cohen

Its:

Managing Member

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 9th day of November, 2002, by Harry Cohen, as Managing Member of CITILOFTS OF YBOR, LLC, who is personally known to me or produced as identification.

Witness my hand and official seal in the county and state last aforesaid on the day and year first written above.

My Commission Expires: SANDRA HIRES STEINBERG
Notary Public - State of Florida
My Commission Expires Jan 14, 2003
Commission # CC802345
Notary Public, State of Florida

Sandra Hires Steinberg

ACCEPTANCE OF REGISTERED AGENT

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:

The name of the Limited Liability Company is: CITILOFTS OF YBOR, LLC

The name and Florida street address of the Registered Agent is:

Harry Cohen
1313 Gray Street.
Tampa, FL 33606

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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.

 (SEAL)
HARRY COHEN