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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

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LIMITED LIABILITY COMPANY

BANYAN BAY APARTMENTS, LLC

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DIVISION OF CORPORATION

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

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(3)

ARTICLES OF ORGANIZATION
FOR
BANYAN BAY APARTMENTS, LLC

ARTICLE I. - NAME:

The name of this Limited Liability Company ("Company") shall be:

BANYAN BAY APARTMENTS, LLC

ARTICLE II. - ADDRESS

The mailing address and street address of the principal office of the Company is: c/o Samuel & Co., LLC, 260 East Boca Raton Road, Boca Raton, Florida 33432.

ARTICLE III. - DURATION

The period of duration for the Company shall be perpetual unless dissolved according to law.

ARTICLE IV. - MANAGEMENT

The Company is to be managed by unanimous approval of a management committee consisting of member representatives appointed by the members of the Company. The names and addresses of the sole member representatives of the management committee is:

Dan Pfeffer
c/o Midtown Equities, LLC
417 Fifth Avenue, 9th Floor
New York, New York 10016

And

Michael Samuel
c/o Samuel & Co., LLC
260 East Boca Raton Road
Boca Raton, Florida 33432

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(In accordance with section 603.408(1), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Signature of a Member Representative

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

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.

1. The name of the limited liability company is: BANYAN BAY APARTMENTS, LLC
2. The name and the Florida street address of the registered agent are:

PEDRO A. MARTIN, ESQ.
NAME

Greenberg Traurig, P.A.
1221 Brickell Avenue, Suite 2100
Florida street address (P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33131
CITY, STATE AND ZIP

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.


SIGNATURE

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