

DEC-09-02 MON 01:40 PM BROAD AND CASSEL

FAX NO. 561 483-7000

Division of Corporations

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12/9/02

LIMITED LIABILITY COMPANY

RS MIRAMAR RESIDENTIAL VENTURES II, LLC

Certificate of Status	1
Certified Copy	1
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TALLAHASSEE, FLORIDA

Fax Audit Number: H020002351169

## ARTICLES OF ORGANIZATION

OF

### RS MIRAMAR RESIDENTIAL VENTURES II, LLC

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

#### ARTICLE I

The name of this limited liability company shall be: RS MIRAMAR RESIDENTIAL VENTURES II, LLC.

#### ARTICLE II

The mailing address and street address of the principal office of the limited liability company shall be 3225 Aviation Avenue, Penthouse Suite, Coconut Grove, Florida 33133, with the privilege of having its offices and branch offices at other places within or without the State of Florida.


#### ARTICLE III

The initial registered office of this limited liability company 3225 Aviation Avenue, Penthouse Suite, Coconut Grove, Florida 33133. The initial registered agent at that address is Stewart Marcus.

#### ARTICLE IV

This limited liability company shall be a manager-managed company.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 9 day of December, 2002.

  
Stewart Marcus, as Authorized Agent

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Fax Audit No. H020002351169**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

FIRST -- The name of the limited liability company is RS MIRAMAR RESIDENTIAL VENTURES II, LLC.

SECOND -- The name and address of the registered agent and office is:

Stewart Marcus  
3225 Aviation Avenue  
Penthouse Suite,  
Coconut Grove, Florida 33133

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.

Dated this 9 day of December, 2002.



Stewart Marcus, as Registered Agent

#105118

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