

L030000006678

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(City/State/Zip/Phone #)

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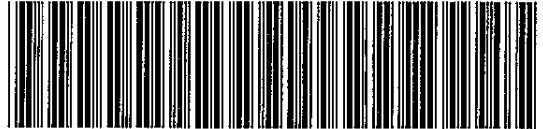
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TALLAHASSEE, FLORIDA

2-24-03



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 940677 4311473

AUTHORIZATION : *Patricia Pigante*

COST LIMIT : \$ 160.00

ORDER DATE : February 24, 2003

ORDER TIME : 11:37 AM

ORDER NO. : 940677-005

CUSTOMER NO: 4311473

CUSTOMER: Jackie Gerstenfeld, Paralegal
Stearns Weaver Miller
Weissler Alhadeff & Sitterson,
Museum Tower, Suite 2200
150 West Flagler Street
Miami, FL 33130

DOMESTIC FILING

NAME: HERON POND APARTMENTS II, LLC

FILE FIRST

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS:

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**ARTICLES OF ORGANIZATION OF
HERON POND APARTMENTS II, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes (1995) Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company is HERON POND APARTMENTS II, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 2937 S. W. 27th Avenue, Suite 303, Coconut Grove, Florida 33133.

ARTICLE III - DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent of the Company in the State of Florida are:

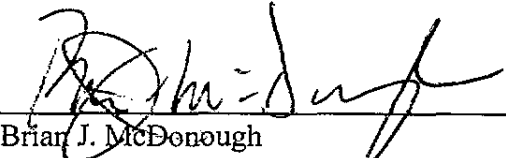
<u>Name</u>	<u>Address</u>
Brian J. McDonough	150 West Flagler Street, Suite 2200 Miami, Florida 33130

ARTICLE V - MANAGEMENT

The Company is a manager-managed limited liability company.

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IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization for the foregoing uses and purposes this 4th day of February, 2003.



Brian J. McDonough
Authorized Representative of Member

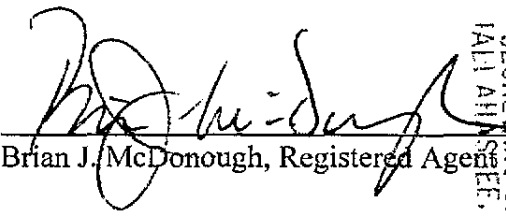
**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the herein named 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 Heron Pond Apartments II, LLC.
2. The name and street address of the registered agent and office are:

Brian J. McDonough
150 West Flagler Street, Suite 2200
Miami, Florida 33130

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.



Brian J. McDonough, Registered Agent

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