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Florida Department of State
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From:
Account Name : GUTTENMACHER & BOHATCH, P.A.
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LIMITED LIABILITY COMPANY

GB GULFVIEW, LLC

Certificate of Status	0
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DIVISION OF CORPORATION

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[Handwritten signature]



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 8, 2003

GUTTENMACHER & BOHATCH

SUBJECT: GB GULFVIEW, LLC
REF: W03000022480

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Limited liability companies do not have incorporators. Please remove this from the signature line and the sentence above the signature line.

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Trevor Brumbley
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APPROVED
AND
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03 AUG -8 AM 10:12
STATE DEPARTMENT OF
CORPORATIONS

**Articles of Organization
for
GB GULFVIEW, LLC,
a Florida Limited Liability Company**

The undersigned, desiring to form a limited liability company under and pursuant to Florida Statute 608 entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization for such company:

1. **Name.** The name of this company shall be **GB GULFVIEW, LLC.**
2. **Duration/Continuation.** The period of this company's duration shall be until December 31, 2040, unless terminated by the unanimous written agreement of all members or by the death or withdrawal of the last then-serving Manager, or when the last then-serving Manager becomes a debtor in bankruptcy. Notwithstanding the foregoing, the company shall continue if (1) within ninety (90) days from the death or withdrawal of the last then-serving Manager or the date on which the last then-serving Manager becomes a debtor in bankruptcy, all of the remaining members elect to continue the business of the company, or (2) the members by amendment of these Articles of Organization provide for the continued existence of the company subsequent to the foregoing events.
3. **Address.** The mailing and street address is 2600 Douglas Road, Penthouse 8, Coral Gables, Florida 33134.
4. **Registered Agent and Office.** The name and street address of the initial registered agent and office for this company is as follows: John S. Bohatch, Esquire, 2600 Douglas Road, Penthouse 8, Coral Gables, Florida 33134.
5. **Admission of Additional Members; and Terms and Conditions of such Admissions.** Additional Members may be admitted upon the unanimous approval of the members of the Company, upon the written application of such new Member, in the manner set forth in the Bylaws of this Company.
6. **Right to Continue Business.** The remaining members may continue the Business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event, which terminates the continued membership of a member in the company.
7. **Management of Company.** The company is to be managed by the managers. The name and addresses of the managers who are to serve until the first annual meeting of Members or until their successors are elected and qualify are:

THIS INSTRUMENT PREPARED BY:
John S. Bohatch, Esquire
Guttenmacher & Bohatch, P.A.
2600 Douglas Road, Penthouse 8
Coral Gables, Florida 33134

Audit No.: H03000249552 8

<u>Names</u>	<u>Addresses</u>
VENEZIA, LLC	2600 Douglas Road Penthouse 8 Coral Gables, Florida 33134
CAH CO., LLC	2600 Douglas Road Penthouse 8 Coral Gables, Florida 33134

8. Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be on such form prescribed by the Secretary of State of the State of Florida containing such terms and provisions consistent with Florida Statute 608 as shall be prescribed by the Department of State, and shall be signed and sworn to by all Members of the Company. In the event a new Member is added by such amendment, it shall be also signed by the member to be added.

9. Regulations of Company. The power to adopt, alter, amend or repeal the regulations of the limited liability company shall be vested in the Members unless vested in the Manager of the company by any amendments of the Articles of Organization. Regulations adopted by the Members or by the Manager may be repealed or altered, new Regulations may be adopted by the Members, and the Members may prescribe in any Regulations made by them that such Regulations may not be altered, amended or repealed by the Manager.

10. Informal Action of Members. Any action of the members may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all members who would be entitled to vote upon such action at a meeting (and filed with the manager(s) of the Company as part of its records.)

11. Transferability of Member's Interest. An interest of a Member of this company may be transferred or assigned to such extent and in the manner provided in the Operating Agreement. However, if all of the remaining Members of this company do not approve of such proposed transfer or assignment by unanimous written consent, the transferee of the interest of such member shall have no right to participate in the management of the business and affairs of this company or to become a Member. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which that member would otherwise would be entitled.

THIS INSTRUMENT PREPARED BY:
John S. Bohatch, Esquire
Guttenmacher & Bohatch, P.A.
2600 Douglas Road, Penthouse 8
Coral Gables, Florida 33134

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FILED
AUG 8 2003
CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
MIAMI, FLORIDA

08/08/03 FRI 08:54 FAX 3054420911

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005

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IN WITNESS WHEREOF, the undersigned member hereunto set his hand and seal this 7 day of August, 2003.


JOHN S. BOHATCH, Manager of Venezia, LLC,

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FALL ARKSOFT, FLORIDA

THIS INSTRUMENT PREPARED BY:
John S. Bohatch, Esquire
Guttenmacher & Bohatch, P.A.
2600 Douglas Road, Penthouse 8
Coral Gables, Florida 33134

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Having been named as Registered Agent and to accept service of process for the above stated limited liability company, 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.


JOHN S. BOHATCH, Registered Agent

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STATE OF FLORIDA
ALL AGENTS, FLORIDA

THIS INSTRUMENT PREPARED BY:
John S. Bohatch, Esquire
Guttenmacher & Bohatch, P.A.
2600 Douglas Road, Penthouse 8
Coral Gables, Florida 33134

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