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**LIMITED LIABILITY COMPANY**

**The Residences @ Grove Station, LLC**

Certificate of Status	1
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**ARTICLES OF ORGANIZATION  
OF  
THE RESIDENCES @ GROVE STATION, LLC**

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

**ARTICLE I. NAME**

The name of the limited liability company is The Residences @ Grove Station, LLC (the "Company").

**ARTICLE II. MAILING AND STREET ADDRESS**

The mailing address and street address of the principal office of the Company shall be 2560 Southwest 27 Avenue, Miami, Florida 33133, Attention: Bert Leon.

**ARTICLE III. REGISTERED AGENT AND OFFICE**

The name and street address of the initial registered agent of the Company in the State of Florida is Alfredo L. Gonzalez, Esq., 2601 S. Bayshore Drive, Suite 1600, Miami, Florida 33133.

**ARTICLE IV. DURATION**

The Company shall commence its existence on the date that the Articles are filed with the Florida Department of State. The Company's existence shall be perpetual, unless the Company is earlier dissolved as provided in the Operating Agreement.

**ARTICLE V. MEMBERS**

The Company may have one or more members. The names and addresses of the initial members are:

<u>Name</u>	<u>Address</u>
2560 S.W. 27 Ave. Corp.	2560 S.W. 27 <sup>th</sup> Avenue Miami, Florida 33133 Attention: Bert Leon
Antonio and Eileen Garcia	2588 S.W. 27 <sup>th</sup> Avenue Miami, Florida 33133

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#### ARTICLE VI. PROFITS AND LOSSES

Profits and losses shall be allocated to the members, as provided in the Operating Agreement, duly adopted and as may be amended from time to time by the members.

#### ARTICLE VII. RESTRICTIONS ON MEMBERSHIP

No additional members shall be admitted to the Company except upon such terms and conditions as set forth in the Operating Agreement. Contributions required of new members shall be determined as of the time of admission to the Company. A member may transfer his, her or its interest in the Company, as set forth in the Operating Agreement, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member, unless the other members of the Company other than the member proposing to dispose of his, her or its interest approve of the proposed transfer in accordance with the requirements set forth in the Operating Agreement.

#### ARTICLE VIII. MANAGEMENT

The Company shall managed in accordance with the Operating Agreement adopted by the members for the management of the business and affairs of the Company. The Operating Agreement may contain any provisions for the regulation and management of the business and operations of the Company, not inconsistent with Florida law or the Articles.

#### ARTICLE IX. AMENDMENT

The Articles may be amended only in accordance with the Operating Agreement.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Organization on this 13<sup>th</sup> day of November, 2003.

By: 

Name: Charles A. Mac

Authorized Representative

**ACCEPTANCE OF REGISTERED AGENT**

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The undersigned, being the person named in the Articles of Organization of The Residences @ Grove Station, LLC, as the Registered Agent of this limited liability company, hereby consents to accept service of process for the above-stated company at the place designated in the Articles of Organization, and accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all applicable Florida laws relating to the proper and complete performance of my duties, and is familiar with and accepts the obligations of the position as Registered Agent.

By: 

Alfredo L. Gonzalez, Esq.

Dated: November 13, 2003

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