

Division of Corporations

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Division of Corporations
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From:

Account Name : STEEL HECTOR & DAVIS
Account Number : 071541002004
Phone : (305) 577-4726
Fax Number : (305) 577-7001

LIMITED LIABILITY COMPANY

EL-AD VILLAGGIO LLC

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION
OF
EL-AD VILLAGGIO LLC**

These Articles of Organization of El-Ad Villaggio LLC (the "Company"), have been duly executed and are being filed by the undersigned authorized representative of the member to form a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608) as follows:

**ARTICLE I
NAME**

The name of the limited liability company formed hereby is El-Ad Villaggio LLC.

**ARTICLE II
ADDRESS**

The principal place of business address and mailing address of the Company is c/o Steel Hector & Davis LLP, 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131.

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and the Florida street address of the registered agent and registered office of the Company is Peninsula Registered Agents, Inc., 200 South Biscayne Boulevard, 43rd Floor, Miami, Florida 33131.

**ARTICLE IV
MANAGEMENT**

The Company is to be managed by its Manager as set forth in its Operating Agreement and is therefore a manager-managed company.

IN WITNESS WHEREOF, the undersigned executed these Articles of Organization on the 12th day of March, 2004.

By: 

Richard N. Bernstein

Authorized Representative of the Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true).

SECRETARY OF STATE
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OF THE FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA.

- (1) The name of the limited liability company is El-Ad Villaggio LLC.
- (2) The name and street address of the Florida registered agent and office are:

Peninsula Registered Agents, Inc.
200 South Biscayne Boulevard
43rd Floor
Miami, Florida 33131

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 the 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 as provided in Chapter 608, F.S.

PENINSULA REGISTERED AGENTS, INC.

By: *Debra Palmisano*

Debra Palmisano, Vice President

Date: March 12, 2004

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED