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To: Division of Corporations  
Fax Number : (850)205-0383

From: Account Name : LEVINE & PARTNERS, P.A.  
Account Number : 074677001117  
Phone : (305)372-1350  
Fax Number : (305)372-1352

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TALLAHASSEE, FLORIDA

**LIMITED LIABILITY COMPANY**

**P & R Real Estate Holdings, LLC**

Certificate of Status	1
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H04000056238 3

ARTICLES OF ORGANIZATION  
OF  
P & R REAL ESTATE HOLDINGS, LLC

ARTICLE I  
NAME OF COMPANY

The name of this limited liability company shall be:

P & R REAL ESTATE HOLDINGS, LLC

ARTICLE II  
ADDRESS

The Company's mailing and street address is:

325 Calusa Street, Unit 228  
Key Largo, Florida 33037

ARTICLE III  
NATURE OF BUSINESS

The general purpose for which this Company is organized is to engage in any lawful activity or to transact any lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

ALAN W. LEVINE, ESQ.  
LEVINE & PARTNERS, P.A.  
1110 Brickell Avenue, 7th Floor  
Miami, Florida 33131  
Telephone: (305) 372-1350  
Florida Bar Number 866822

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ARTICLE IV  
INITIAL REGISTERED AGENT AND  
THE REGISTERED AGENT'S ADDRESS

The Company's initial Registered Agent and the Registered Agent's address in the State of Florida shall be:

ALAN W. LEVINE, ESQ.  
1110 Brickell Avenue  
7th floor  
Miami, Florida 33131

ARTICLE V  
ADMISSION OF ADDITIONAL MEMBERS

Additional members may be admitted to the Company from time to time upon the terms and conditions unanimously agreed upon by the members in the manner provided by the Regulations of the Company.

ARTICLE VI  
CONTINUATION OF BUSINESS

Upon 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, the Company's business shall not continue and the Company shall be dissolved in accordance with the provisions of the Florida Limited Liability Company Act, unless the remaining members unanimously agree to continue the business of the Company in the manner provided by the Company's Regulations.

ARTICLE VII  
MANAGEMENT

The Limited Liability Company is to be managed by one manager or more managers and is, therefore, a manager-managed company.

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THE UNDERSIGNED, as the authorized representative of the Member(s) of the Company, for the purpose of forming a limited liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated are true.

  
ALAN W. LEVINE

STATE OF FLORIDA       )  
                                  ):ss  
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of March, 2004, by ALAN W. LEVINE, who is personally known to me.



  
NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:

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**CERTIFICATE ACCEPTING DESIGNATION AS AN AGENT UPON  
WHOM SERVICE OF PROCESS WITHIN THIS STATE MAY BE SERVED**

The following is submitted pursuant to Sections 608.415 and 608.507 of the Florida Limited Liability company Act:

Having been appointed registered agent of P & R REAL ESTATE HOLDINGS, LLC in its Articles of Organization, at the place designated in such Articles of Organization, the undersigned hereby agrees to act in this capacity and affirms that it is familiar with, and accepts, the obligations of such position.


  
ALAN W. LEVINE, ESQUIRE

STATE OF FLORIDA       )  
                                  ):ss  
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 16<sup>TH</sup> day of March, 2004, by ALAN W. LEVINE, ESQUIRE who is personally known to me.



My Commission Expires:

  
NOTARY PUBLIC, STATE OF FLORIDA

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