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LIMITED LIABILITY COMPANY

Urban Flats (NY Ave.), LLC

Certificate of Status	0
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Page Count	04
Estimated Charge	\$125.00

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J. BRYAN MAY - 7 2004

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TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
URBAN FLATS (NY AVE.), LLC**

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JUDICIAL CORPORAIONS
TALLAHASSEE, FLORIDA

These Articles of Organization are made for the purposes of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608.

ARTICLE I - NAME

The name of this limited liability company is URBAN FLATS (NY AVE.), LLC (the "Company").

ARTICLE II - DURATION

The existence of this limited liability company shall commence upon the filing of these Articles with the Florida Department of State and shall continue until the earlier of 99 years from the date these Articles are filed with the Florida Department of State or the occurrence of any of the events specified in Florida Statutes, Section 608.441, unless continued by the unanimous consent of all the remaining members.

ARTICLE III - PURPOSE

This limited liability company is organized for the transaction of any and all lawful business.

ARTICLE IV - POWERS

This limited liability company shall have all of the powers enumerated in the Florida Limited Liability Company Act.

ARTICLE V - PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The street address and mailing address of the principal office and place of business of the Company is 2384 Rouse Road, Orlando, Florida 32817, and the name, mailing address and street address of the initial registered agent of the Company is Scott E. Johnson Esquire, Moran & Shams, P.A., 111 N. Orange Avenue, Suite 1200, Orlando, Florida 32801.

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ARTICLE VI - CONTRIBUTIONS

Contributions of cash or property may be made from time-to-time to the Company upon agreement of all members.

ARTICLE VII - ADMISSION OF MEMBERS

Additional members may be admitted from time-to-time upon the written consent of the Managing Director of the Company.

ARTICLE VIII - TERMINATION OF MEMBERSHIP

If a member dies, retires, resigns, is expelled, is dissolved, experiences bankruptcy or upon the occurrence of any other event which terminates the continued membership of the member in the Company, the remaining members may by unanimous written agreement, continue the business of the Company.

ARTICLE IX - MANAGEMENT OF THE COMPANY

The Company shall be managed by Donna Suzanne Bonham, who shall serve as Managing Director of the Company until and unless otherwise determined by all of the members of the Company at any meeting of the members or until her successor is elected and qualified to act in such capacity.

ARTICLE X - REGULATIONS

The members may adopt, alter, amend or repeal regulations containing provisions for the management and regulation of the affairs of the Company, provided that such regulations are not inconsistent with the laws of the State of Florida or the Articles of Organization.

ARTICLE XI - DISSOLUTION

The Company shall be dissolved upon the occurrence of any of the following events:

- a. When the period established in Article II hereof for the duration of this limited liability company expires;
- b. By the unanimous written agreement of all members; or
- c. Upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event under law that would terminate the limited liability company, unless all of the remaining members of this limited liability company consent in writing to continue the Company.

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**CERTIFICATE OF REGISTERED AGENT
AND REGISTERED OFFICE****URBAN FLATS (NY AVE.), LLC**

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED COMPANY AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF ORGANIZATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN SUCH 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.



Scott E. Johnson, Registered Agent

5.6.04

Date

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