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From:
Account Name : HUNTON & WILLIAMS
Account Number : I20000000236
Phone : (305)810-2542
Fax Number : (305)810-2460

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

The Pointe Holdings LLC

Certificate of Status	1
Certified Copy	1
Page Count	02
Estimated Charge	\$160.00

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**ARTICLES OF ORGANIZATION
OF
THE POINTE HOLDINGS LLC**

ARTICLE I - NAME

The name of the limited liability company is THE POINTE HOLDINGS LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE ADDRESS

The mailing address and street address of the principal office of the Company is c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

ARTICLE III - DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV - PURPOSES

The Company is organized for the purpose of transacting all lawful activities and businesses.

ARTICLE V - REGISTERED AGENT; REGISTERED ADDRESS

The name of the registered agent of the Company is Carlos Loumier, Esq., Hunton & Williams LLP. The Florida street address of the registered agent of the Company is 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned authorized representative of the members of THE POINTE HOLDINGS LLC has executed these Articles of Organization as of May 18, 2004.

By: 

Carlos Loumier
Authorized Representative

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH

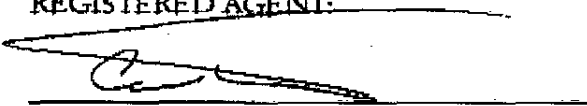
That, The Pointe Holdings LLC, desiring to organize under the laws of the State of Florida, has named Carlos Loumiet, Esq., whose address is c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 18th day of May, 2004.

REGISTERED AGENT:


Carlos Loumiet, Esq.

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