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DOUGLAS JOVANOVIC, P.A.

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Division of Corporations

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

Whispering Sands Apts., LLC

Certificate of Status	1
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ARTICLES OF
ORGANIZATION OF

Whispering Sands Apts., LLC

The undersigned certify that we have associated ourselves together for the purpose of becoming a Limited Liability Company under the laws of the State of Florida, providing for the formation, rights, privileges, and immunities of limited liability companies for profit. We further declare that the following Articles shall serve as the Charter and authority for the conduct of business of the Limited Liability Company.

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the Limited Liability Company shall be Whispering Sands Apts., LLC. The mailing address is: 46645 Poma Ct., Macomb, MI 48044 and the street address of the principal office of the Limited Liability Company is: 3209 NE 7th St., Pompano Beach, FL 33062. The Limited Liability Company shall have the power and authority to establish branch offices at any other place or places as the members may designate.

ARTICLE II

PURPOSES AND POWERS

The purpose for which the Company is organized is to engage in any and all businesses and activities permitted under the laws of the State of Florida. The Company shall have all of the powers vested in a Limited Liability Company organized and existing by virtue of such laws.

ARTICLE III

EXERCISE OF POWERS

All limited liability company powers shall be exercised by or under the authority of, and the business and affairs of this limited liability company shall

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be managed under the direction of, the members of this limited liability company. This Article may be amended from time to time in the regulations of the limited liability company by a majority-in-interest vote of the members of the limited liability company.

ARTICLE IV MANAGEMENT

This Limited Liability Company shall be a manager-managed company. It shall be managed by one or more managers. The name(s) and address(es) of the person(s) who shall serve until the first annual meeting of members or until a successor(s) is/are elected and qualified as follows:

MANAGER'S NAME	COMPLETE ADDRESS
Boris Cvetkovsky	46645 Poma Ct., Macomb, MI 48044

ARTICLE V MEMBERSHIP RESTRICTIONS

Members shall have the right to admit new members by unanimous consent. Contributions required of new members shall be determined as of the time of admission to the Limited Liability Company.

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with unanimous written consent of the members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the Limited Liability Company, the remaining members shall have the right to continue the business on the unanimous consent of the remaining members.

ARTICLE VI CAPITAL CONTRIBUTIONS

Capital contributions shall be paid to the Limited Liability Company by the members. Additional contributions will be made as required for investment

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purposes, as determined by unanimous consent of the members.

ARTICLE VII

PROFITS AND LOSSES

(a) Profit Sharing. The members shall be entitled to the net profits arising from the operation of the Limited Liability Company business that remain after the payment of the expenses of conducting the business of the Limited Liability Company. Each member shall be entitled to the distributive share of the profits. Profits and losses shall be allocated on the basis of the agreed value, as stated in the records of the Limited Liability Company, of the contributions made by each member to the extent such contributions have been received by the Limited Liability Company and have not been returned. The distributive share of the profits shall be determined and paid to the members annually.

(b) Losses. All losses that occur in the operation of the Limited Liability Company business shall be paid out of the capital of the Limited Liability Company and the profits of the business, or, if these sources are insufficient to cover such losses, by the members in the same manner as the allocation of profits.

ARTICLE VIII

DURATION

This Limited Liability Company shall exist perpetually or until dissolved in a manner provided by law, or as provided in the articles or regulations adopted by the members.

ARTICLE IX

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and street address of the Company's initial registered agent is: Douglas Jovanovic, 17 SE 24th Ave., Pompano Beach, FL 33062 .

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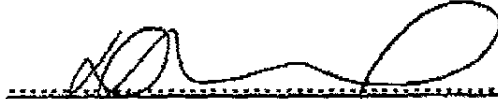
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ARTICLE X

The name and address of the Authorized Representative signing these Articles is Douglas Jovanovic, 17 SE 24th Ave., Pompano Beach, FL 33062.


.....
Douglas Jovanovic, Authorized Representative

The undersigned, being a member or the authorized representative of a member of the Limited Liability Company, has executed these Articles of Organization of Whispering Sands Apts., LLC this 18 day of May, 2004.


.....
Douglas Jovanovic or 17 SE 24th Ave., Pompano Beach, FL 33062. Authorized Representative

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STATEMENT DESIGNATING REGISTERED AGENT AND OFFICE


STATE OF FLORIDA)
COUNTY OF BROWARD)

Pursuant to the provisions of Sections 608.415 and 608.407(1)(c) of the Florida Limited Liability Company Act, the limited liability company identified below submits the following statement in designating its registered office and registered agent in the State of Florida:

The name of the limited liability company is Whispering Sands Apts., LLC.

The name of the registered agent for Whispering Sands Apts., LLC is Douglas Jovanovic and the street address of the company's principal office where the agent is located is 17 Southeast 24th Avenue, Pompano Beach, Florida 33062.

This statement is to acknowledge that, as indicated above, Whispering Sands Apts., LLC has appointed me, Douglas Jovanovic, as its registered agent to accept service of process for the company at the place designated above in this certificate. I accept this appointment as registered agent and agree to act in this 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.


Douglas Jovanovic, Registered Agent