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LIMITED LIABILITY COMPANY

VAIL-GABLES PROPERTIES II LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION  
OF  
VAIL-GABLES PROPERTIES II LLC**

The undersigned, being a duly authorized representative of the members, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

**ARTICLE I**

**NAME**

The name of the limited liability company is VAIL-GABLES PROPERTIES II LLC (the "Company").

**ARTICLE II**

**ADDRESS**

The principal office address of the Company is:

2000 South Bayshore Drive, Apt. 26  
Coconut Grove, Florida 33138

The mailing address of the Company is:

701 Brickell Avenue  
Suite 3000  
Miami, Florida 33131

**ARTICLE III**

**REGISTERED AGENT AND OFFICE**

The Company designates 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 as the street address of the initial registered office of the Company and names Instrastate Registered Agent Corporation as the Company's initial registered agent at that address to accept service of process within this state.

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#### **ARTICLE IV**

##### **DURATION AND CONTINUATION**

The period of the Company's duration shall commence with the filing of these Articles of Organization with the Secretary of State, and shall continue perpetually, unless terminated (i) in accordance with the Company's Operating Agreement, or (ii) by the written agreement of a majority of ownership interest.

#### **ARTICLE V**

##### **MANAGEMENT**

The Company shall be conducted, carried on, and managed by at least one (1) Manager and is, therefore, a manager-managed Company. The Manager(s) shall also have the rights and responsibilities described in the Operating Agreement of the Company, if applicable. The Manager(s) shall serve in such capacity until their successor(s) are duly elected and qualified.

#### **ARTICLE VI**

##### **PURPOSE**

The purpose for which the Company is being formed is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

#### **ARTICLE VII**

##### **ADDITIONAL MEMBERS**

Additional Members may be admitted upon the written consent of the majority ownership interest, and upon the written application of such new Member, in the manner set forth in the Operating Agreement of the Company, if applicable.


#### **ARTICLE VIII**

##### **OPERATING AGREEMENT**

The power to adopt, alter, amend, or repeal the Operating Agreement of the Company shall be vested in the Members of the Company in the manner set forth in the Operating Agreement of the Company, if any.

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**IN WITNESS WHEREOF**, the undersigned has hereunto set her hand and seal this 4th day of August, 2004.



Frances Gail Faigenblat  
Duly Authorized Representative of the  
Member

## ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for VAIL-GABLES PROPERTIES II LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 4th day of August, 2004.

INSTRASTATE REGISTERED AGENT  
CORPORATION

By: *Ronald Albert, Jr.*  
Name: Ronald Albert, Jr.  
Title: Vice President

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