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

From: Account Name : REDGRAVE & TURNER LLP
Account Number : I20020000007
Phone : (561)347-1700
Fax Number : (561)391-2565

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

SCARLET REAL ESTATE HOLDINGS, LLC

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**ARTICLES OF ORGANIZATION
OF
SCARLET REAL ESTATE HOLDINGS, LLC**

Under the Florida Limited Liability Company Act

ARTICLE I

NAME

The name of this limited liability company **SCARLET REAL ESTATE HOLDINGS, LLC** (the "Company").

ARTICLE II

MAILING AND STREET ADDRESS

The mailing and street address of the principal office of the Company is c/o Redgrave & Oliver LLP, 120 East Palmetto Park Road, Suite 450, Boca Raton, Florida 33432.

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ARTICLE III

REGISTERED AGENT AND OFFICE

The name and street address of the Company's initial registered agent in Florida is Bert R. Oliver, Esquire, Redgrave & Oliver LLP, 120 East Palmetto Park Road, Suite 450, Boca Raton, Florida 33432.

ARTICLE IV

MANAGEMENT

The Company is to be a Manager-managed Company.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on August 5, 2004.



Bert R. Oliver, Authorized Representative

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named as Registered Agent to accept service of process for **SCARLET REAL ESTATE HOLDINGS, LLC**, at the place designated in the foregoing Articles of Organization, we hereby accept the appointment as Registered Agent and agree to act in this capacity. We further agree to comply with the provisions of the Florida Limited Liability Company Act relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as Registered Agent.

Dated: August 5, 2004



Bert R. Oliver

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TALLAHASSEE, FLORIDA

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