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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

Master Cypress Gardens LLC

Certificate of Status	0
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Page Count	02
Estimated Charge	\$155.00

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF ORGANIZATION
OF
MASTER CYPRESS GARDENS, LLC**

These Articles of Organization of Master Cypress Gardens, LLC (the "Company"), have been duly executed and are being filed by the undersigned authorized representative of the member to form a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608) as follows:

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TALLAHASSEE, FLORIDA

**ARTICLE I
NAME**

The name of the limited liability company formed hereby is Master Cypress Gardens, LLC.

**ARTICLE II
ADDRESS**

The mailing address and street address of the principal office of the Company is 3750 Yacht Club Drive, Aventura, Florida 33180.

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

The name and the Florida street address of the registered agent and registered office of the Company is Peninsula Registered Agents, Inc., 200 S. Biscayne Boulevard, Suite 4000, Miami, Florida 33131.

**ARTICLE IV
MANAGEMENT**

The Company is to be managed by its Member as set forth in its Operating Agreement and is therefore a member-managed company.

IN WITNESS WHEREOF, the undersigned executed these Articles of Organization on the 21st day of September, 2004.

By 
Michael A. Berke
Authorized Representative of the Member

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true).

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE**


PURSUANT TO THE PROVISIONS OF SECTION 608.415 OF THE FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED AGENT AND REGISTERED OFFICE IN THE STATE OF FLORIDA.

- (1) The name of the limited liability company is Master Cypress Gardens, LLC.
- (2) The name of the Florida street address of the registered agent and office are:

Peninsula Registered Agents, Inc.
200 S. Biscayne Boulevard
Suite 4000
Miami, Florida 33131

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all the 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 as provided in Chapter 608, F.S.

PENINSULA REGISTERED AGENTS, INC.

By: 
Debra Palmisano, Vice President

Date: September 21, 2004

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