

**Electronic Articles of Organization
For
Florida Limited Liability Company**

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FILED 8:00 AM
September 27, 2004
Sec. Of State
Irrivers

Article I

The name of the Limited Liability Company is:
COLDWATER PROPERTIES LLC

Article II

The street address of the principal office of the Limited Liability Company is:
8966 GREENWICH HILLS WAY
UNIT #202
FORT MYERS, FL. FL 33908

The mailing address of the Limited Liability Company is:
330 E. 38TH STREET
ATTN: JONATHAN M. ACQUAFREDDA
NEW YORK, NY. US 10016

Article III

The purpose for which this Limited Liability Company is organized is:
ANY AND ALL LAWFUL BUSINESS. IN ADDITION, TO HOLD/MANAGE
REAL ESTATE.

Article IV

The name and Florida street address of the registered agent is:
JONATHAN ACQUAFREDDA
8966 GREENWICH HILLS WAY
UNIT 202
FORT MYERS, FL. 33908

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 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.

Registered Agent Signature: JONATHAN M. ACQUAFREDDA

Article V

The name and address of managing members/managers are:

Title: MGRM
JONATHAN M ACQUAFREDDA
330 E. 38TH STREET
NEW YORK, NY. 10016 US

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Signature of member or an authorized representative of a member

Signature: JONATHAN M. ACQUAFREDDA