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Division of Corporations

Page 1 of 1

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LIMITED LIABILITY COMPANY

SERENITY COVE GP-SM, LLC

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**ARTICLES OF ORGANIZATION
OF
SERENITY COVE GP-SM, LLC**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

ARTICLE I

The name of this limited liability company shall be: SERENITY COVE GP-SM, LLC.

ARTICLE II

The mailing address and street address of the principal office of the limited liability company shall be 3250 Mary Street, Suite 500, Coconut Grove, Florida 33133, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE III

The initial registered office of this limited liability company is 3250 Mary Street, Suite 500, Coconut Grove, Florida 33133. The initial registered agent at that address is Housing Trust Group of Florida, L.L.C.

ARTICLE IV

This limited liability company shall commence its existence as of the execution hereof on November 12, 2004, and shall exist perpetually thereafter unless sooner dissolved.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization this 12th day of November, 2004.



Stewart L. Marcus, Authorized Representative

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 608.415, Florida Statutes, the limited liability company referenced below submits the following statement in designating the registered office/registered agent, in the State of Florida.

FIRST -- The name of the limited liability company is Serenity Cove GP-SM, LLC.


SECOND -- The name and address of the registered agent and office is:

Housing Trust Group of Florida, L.L.C.
3250 Mary Street Fifth Floor
Coconut Grove, Florida 33133

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.

Dated this 12th day of November, 2004.

HOUSING TRUST GROUP OF FLORIDA,
L.L.C., a Florida limited liability company

By: 
Name: Thomas J. Bezold
Title: Exec Vice President and CFO

#130092

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