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To:

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From:

Myra A. Dineen, Legal Asst.
Account Name : AKERMAN, SENTERFITT & RIDSON, P.A.
Account Number : 075471001363
Phone : (305)374-5600
Fax Number : (305)374-5095

LIMITED LIABILITY COMPANY

BAYROCK MIDTOWN, LLC

Certificate of Status	0
Certified Copy	1
Page Count	01
Estimated Charge	\$155.00

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**ARTICLES OF ORGANIZATION
OF
BAYROCK MIDTOWN, LLC**

ARTICLE I: - Name

The name of the Limited Liability Company is: **Bayrock Midtown, LLC**

ARTICLE II: - Address

The mailing address and street address of the principal office of the Limited Liability Company is:

c/o Bayrock Group LLC
725 Fifth Avenue, 24th Floor
New York, NY 10022

ARTICLE III: - Registered Agent, Registered Office, & Registered Agent's Signature:

The name and the Florida street address of the registered agent are:

Ronald A. Kriss, Esq.
One Southeast Third Avenue, 28th FL
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 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 for in Chapter 608, F.S.

Ronald A. Kriss

Ronald A. Kriss, Esq.
Registered Agent

Signed and dated this 3rd day of January, 2005.

Ronald A. Kriss

Ronald A. Kriss, Esq.
Authorized Representative of a Member

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