

JAN-25-2005 (TUE)

13:48

CARLTON FIELDS

Division of Corporations

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Account Number : 076077000355
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LIMITED LIABILITY COMPANY

RedSunset Properties, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO. H05000020374 3

**ARTICLES OF ORGANIZATION
OF
RedSunset Properties, LLC**

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization of RedSunset Properties, LLC (the "Company"):

ARTICLE ONE
NAME

The name of the limited liability company is RedSunset Properties, LLC.

ARTICLE TWO
ADDRESS

The mailing address and street address of the principal office of the Company is 5757 Blue Lagoon Drive, Suite 330, Miami, Florida 33126.

ARTICLE THREE
INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company is CFRA, LLC, Corporate Center Three at International Plaza, 4221 W. Boy Scout Boulevard, 10th Floor, Tampa, Florida 33607-5736.

ARTICLE FOUR
MANAGEMENT

The Company will be a manager-managed company. The initial manager is AITo Management Services, LLC, a Florida limited liability company, who shall serve until a successor manager is appointed, as provided in the Company's Operating Agreement.

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ARTICLE FIVE
INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the Articles of Organization has been executed by an authorized representative of a member of the Company as of the 18th day of January 2005.


Ana C. Harris, Esquire
Authorized Representative

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been designated as registered agent for RedSunset Properties, LLC in the foregoing Articles of Organization, CFRA, LLC, hereby agrees to accept service of process for RedSunset Properties, LLC and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. CFRA, LLC is familiar with and accepts the obligations of that position.

CFRA, LLC, a Florida limited liability company

By: 

ANA C. HARRIS, ESQUIRE
Authorized Signatory