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Florida Department of State
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Account Name : ADORNO & YOSS, P.A.
Account Number : 076247002423
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LIMITED LIABILITY COMPANY
NORTHSTAR AT GRAMERCY SQUARE, LLC

Certificate of Status	0
Certified Copy	1
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DIVISION OF CORPORATION

**ARTICLES OF ORGANIZATION
OF
NORTHSTAR AT GRAMERCY SQUARE, LLC**

These Articles of Organization are made for the purpose of organizing a Florida Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

**ARTICLE I
NAME**

The name of this limited liability company is NORTHSTAR AT GRAMERCY SQUARE, LLC (the "Company").

**ARTICLE II
ADDRESS**

The Company's mailing address and street address of the principal office of the Company is 14406 Military Trail, Delray Beach, Florida 33484.

**ARTICLE III
REGISTERED AGENT AND OFFICE**

The name and address of the initial registered agent of the Company is Scott Worley, 14406 Military Trail, Delray Beach, Florida 33484.

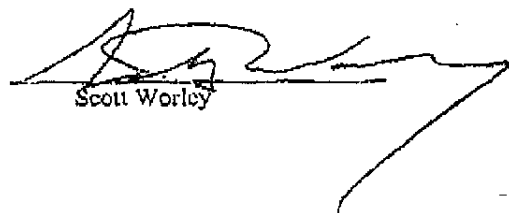
**ARTICLE IV
MANAGEMENT**

The Company shall be a Manager-Managed entity.

The undersigned executed these Articles of Organization on this 16th day of February, 2005.

Authorized Representative of the Members:

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


Scott Worley

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**CERTIFICATE OF DESIGNATION
OF REGISTERED AGENT/REGISTERED OFFICE**

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

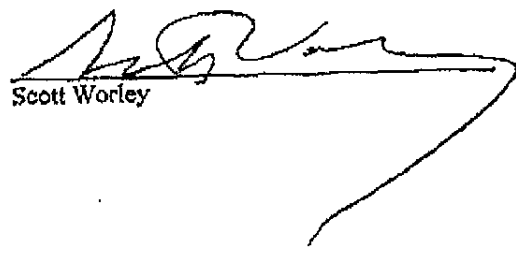
1. The name of the limited liability company is:

NORTHSTAR AT GRAMERCY SQUARE, LLC

2. The name and the Florida address of the registered agent are:

Scott Worley
14406 Military Trail
Delray Beach, Florida 33484

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.


Scott Worley

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