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Account Name : RICARDO MARTINEZ-CID, P.A.
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LIMITED LIABILITY COMPANY

C & R PROPERTIES AT KENDALL LLC

Certificate of Status	1
Certified Copy	1
Page Count	11
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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H05000058448 3

RICARDO MARTINEZ-CID

Professional Association
Attorney at Law

1699 Coral Way, Suite 510, Miami, Florida 33145-2860
Telephone (305) 859-7494 Facsimile (305) 858-2513
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VIA: (850) 205-0383

SENT BY: Ricardo Martinez-Cid, Esq.

DATE: March 10, 2005

Gentlemen:

The proposed Articles of Organization and Certificate of Designation of Registered Agent and Office, and the Audit for a Florida limited liability company to be known as **C & R PROPERTIES AT KENDALL LLC** follows. Debit my account for the amount of \$160.00, covering the filing fee (\$100.00), the registered agent certificate (\$25.00), a good standing certificate (\$5.00) and one (1) certified copy of the Articles of Organization (\$30.00).

Ricardo Martinez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859 7494
Facsimile # (305) 858 2513

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H05000058448 3

RICARDO MARTINEZ-CID

Page Two

March 10, 2005

Upon filing Articles of Organization, Affidavit of Capital Contributions, and Certificate of Designation of Registered Agent and Office, please, provide, via facsimile, a good standing certificate and a certified copy of the Articles of Organization. Thank you for your cooperation.

Sincerely yours,

Ricardo Martinez-Cid

RMC/amr

cc: Client

VIA: (305) 598-0106

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H05000058448 3

C & R PROPERTIES AT KENDALL LLC

ARTICLES OF ORGANIZATION OF FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Florida Limited Liability Company is: **C & R PROPERTIES AT KENDALL LLC**, hereinafter designated the "Limited Liability Company."

ARTICLE II - Address:

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

C & R PROPERTIES AT KENDALL LLC
c/o CARLOS ZOE CHUMAN
4001 North Pine Island Road
Sunrise, Florida 33351.

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

The name and the Florida address of the registered agent of the Limited Liability Company are:

CARLOS ZOE CHUMAN
4001 North Pine Island Road
Sunrise, Florida 33351.

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Ricardo Martínez-Cid, P.A.
1699 Coral Way, Suite 510
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Telephone # (305) 859-7494
Facsimile # (305) 858-2513

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P.5
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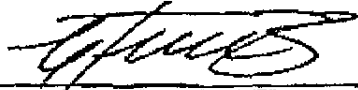
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P.7

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H05000058448 3

Having been named as registered agent and to accept service of process for the 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 in Chapter 608, Florida Statutes.



CARLOS ZOE CHUMAN

ARTICLE IV - Management:

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company.

ARTICLE V - Initial Managers:

The Limited Liability Company shall initially have two (2) managers. The number of managers may either increase or diminish from time to time, as established by the Members, as provided in the Regulations adopted by the Limited Liability Company, but shall never be less than one (1). The initial two (2) managers of the Limited Liability Company are CARLOS ZOE CHUMAN of 4001 North Pine Island Road, Sunrise, Florida 33351, and ROSA MARIA CHUMAN of 4001 North Pine Island Road, Sunrise, Florida 33351.

ARTICLE VI - Scope of Managers' Authority:

Each Manager of the Limited Liability Company, may by his/her sole signature, alone or joined by other Managers, if any, exercise the broadest powers granted by law, including, without limitation,

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H05000058448 3

except as may be otherwise limited by law, the power and authority to buy, develop, manage, sell, lease, rent, pledge, mortgage, transfer, exchange, convert, partition, and otherwise dispose of, and grant options with respect to, any and all property at any time owed by the Limited Liability Company or in or to which the Limited Liability Company may have an interest and/or claim, or any interest therein; and any sale may be a public or private sale for cash or for credit, with or without security; all for such purposes, at such times, and upon such terms as the Manager, may by his/her sole signature, alone or joined by other Managers, if any, determine. No transferee, lender, or other person shall be bound to see to or be liable for the application of the proceeds of any transaction with a Manager of this Limited Liability Company. The powers and authority herein described are not in limitation of any powers otherwise conferred upon a Manager of this Limited Liability Company by law.

ARTICLE VII - Transferability of Member's Interest:

No member shall have the right to assign the member's interest in the Limited Liability Company without the written agreement of a majority of the Units. If a majority of the Units do not approve the assignment, the assignee shall have no right to become a member, to participate in the elections of the managers of the Limited Liability Company or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss, deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

ARTICLE VIII - Nature of Business and Purpose:

The Limited Liability Company is organized to purchase, develop and manage quality South Florida real estate, and for all other lawful businesses.

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FLORIDA BAR NO. 157029 / AUDIT NUMBER: H05000058448 3

ARTICLE IX. Beginning of Limited Liability Company Existence:

The Limited Liability Company's existence shall begin effective as of the date this Articles of Organization are filed with the Florida Secretary of State.

ARTICLE X - Duration:

The duration of the Limited Liability Company shall be perpetual, unless the Limited Liability Company dissolves in accordance with the provisions of the Limited Liability Company's Regulations of these Articles of Organization.

ARTICLE XI - Dissolution:

The Limited Liability Company shall be dissolved upon the death, bankruptcy, dissolution or termination of a member's membership in the Limited Liability Company for any reason, unless the business of the Limited Liability Company is continued by the written consent of all the remaining members of the Limited Liability Company within thirty (30) days after any of these events.

ARTICLE XII - Percentage Interest: Membership Certificate:

The profits and losses of the Limited Liability Company shall be allocated to the members in accordance with and in proportion to each member's Percentage Interest (which shall be equal to the number of Units owned by a member divided by the total number of the Units owned by all members), unless otherwise provided in the Regulations of the Limited Liability Company. A member's interest in the Limited Liability Company may be evidenced by a Membership Certificate issued by the Limited Liability Company.

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PAGE 01 p.8

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p.1

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p.6

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p.10

FLORIDA BAR NO. 157029 / AUDIT NUMBER: H05000058440 3

IN WITNESS WHEREOF, the undersigned have executed these Articles of Organization, this March 10, 2005, and, under the penalties of perjury, the undersigned affirm that the facts stated herein are true.


ROSA MARIA CHUMAN


CARLOS ZOR CHUMAN

(In accordance with section 608.08(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

STATE OF FLORIDA)
) S.S.
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned Notary Public, personally appeared ROSA MARIA CHUMAN and CARLOS ZOR CHUMAN, who are either personally known to me or provided their Florida Driver's Licenses as identification, and they acknowledged before me that they executed the foregoing Articles of Organization for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Miami-Dade County, Florida, this March 10, 2005.


NOTARY PUBLIC / STATE OF FLORIDA

Ricardo Martinez-Cid, P.A.
1699 Coral Way, Suite 510
Miami, Florida 33145-2860
Telephone # (305) 859-7434
Facsimile # (305) 858-2513



Sandy Vasallo
Commission #DD230718
Expires: Jul 09, 2007
Bonded Firm
Atlantic Bonding Co., Inc.

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p.9

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p.11

**C & R PROPERTIES AT KENDALL LLC
CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT / REGISTERED OFFICE**

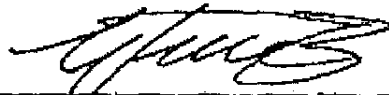
1. The name of the Florida Limited Liability Company is:

C & R PROPERTIES AT KENDALL LLC, hereinafter
designated the "Limited Liability Company."

2. The name and the Florida street address of the registered
agent of the Limited Liability Company are:

CARLOS ZOE CHUMAN
4001 North Pine Island Road
Sunrise, Florida 33351.

*Having been named as registered agent and to accept service of
process for the 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 in Chapter 608, Florida Statutes.*



CARLOS ZOE CHUMAN

Ricardo Martinez-Cid, P.A.
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Miami, Florida 33145-2860
Telephone # (305) 859-7494
Facsimile # (305) 858-2513

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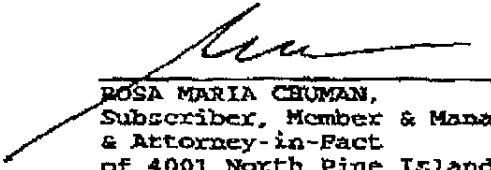
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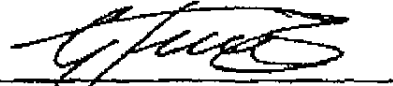
P.12

WAIVER OF NOTICE OF SPECIAL MEETING OF
THE SUBSCRIBERS, MEMBERS AND MANAGERS
OF C & R PROPERTIES AT KENDALL LLC
A FLORIDA LIMITED LIABILITY COMPANY,
TO BE HELD ON March 10, 2005 AT 9:00 A.M.
AT 4001 NORTH PINE ISLAND ROAD, SUNRISE, FLORIDA 33351

The undersigned, CARLOS ZOE CHUMAN, one (1) of two (2) initial members, managers and subscribers, and ROSA MARIA CHUMAN, one of two (2) initial members, holders or attorneys-in-fact for the holders of all Membership Interest, held as tenants by the entireties, managers and subscribers of C & R PROPERTIES AT KENDALL LLC, a Florida limited liability company (the "Limited Liability Company"), hereby consent to a meeting of the subscribers and initial Membership of the Limited Liability Company, on the date and place herein-above established, to establish the number of Units, approve their distribution, and consider the adoption of the Operating Agreement of the Limited Liability Company.

IN WITNESS WHEREOF, the foregoing Waiver was executed by the undersigned on March 10, 2005, at Miami, Miami Dade County, Florida.


ROSA MARIA CHUMAN,
Subscriber, Member & Manager
& Attorney-in-Fact
of 4001 North Pine Island Road
Sunrise, Florida 33351


CARLOS ZOE CHUMAN,
Subscriber, Member & Manager
& Attorney-in-Fact
of 4001 North Pine
Island Road
Sunrise, Florida 33351

(Limited Liability Company Seal)

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