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LIMITED LIABILITY COMPANY

millennium warehouse II, llc

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**ARTICLES OF ORGANIZATION
OF
MILLENNIUM WAREHOUSE II, LLC**

The undersigned, as members of the Company, pursuant to Chapter 608, Florida Statutes, file the following Articles of Organization establishing a Florida limited liability company named MILLENNIUM WAREHOUSE II, LLC.

ARTICLE I

NAME

The name of the Limited Liability Company shall be:

MILLENNIUM WAREHOUSE II, LLC

ARTICLE II

PRINCIPAL OFFICE

The mailing address and street address of the principal office of the Limited Liability Company is: 1 La Gorce Circle, Miami Beach, FL 33141

ARTICLE III

TERM

This Limited Liability Company shall have perpetual existence.

ARTICLE IV

INITIAL REGISTERED OFFICE AND AGENT

The name and the street address of the registered agent are: SCOTT DEVECHT, 1 La Gorce Circle, Miami Beach, FL 33141

Prepared By David A. Rosenblatt
Florida Bar No.: 253738
9190 Sunset Drive
Miami, Florida 33173
Telephone: (305) 595-3444

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**ARTICLE V
MANAGEMENT**

The Limited Liability Company will be managed by one member. The list of name and address of the individual who will serve as manager is:

NAME

Scott Devecht

ADDRESS

1 La Gorce Circle
Miami Beach, FL 33141

IN WITNESS WHEREOF, the undersigned member or authorized representative of a member has signed these Articles of Organization at Miami, Miami-Dade County, Florida, this

17th day of March, 2005.



Signature of a member or an authorized
representative of a member

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Fugate-Artisan LLC
MILLENNIUM WAREHOUSE II

**CERTIFICATE ACCEPTING DESIGNATION
OF
REGISTERED AGENT**

The undersigned, SCOTT DEVECHT, having been named registered agent to accept service of process of MILLENNIUM WAREHOUSE II, LLC, a Florida limited liability company, at 1 La Gorda Circle, Miami Beach, FL 33141 and hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provision of all statutes relating to the proper and complete performance of his duties, and the undersigned is familiar with, and accepts the obligations of registered agent.

DATED: March 11, 2005.


SCOTT DEVECHT

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