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Division of Corporations

JONES FOSTER JOHNSTON & STUBBS

NO. 085 2/12/1

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LIMITED LIABILITY COMPANY

WOOLBRIGHT ALAFAYA MEMBER LLC

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ARTICLES OF ORGANIZATION
OF
WOOLBRIGHT ALAFAYA MEMBER LLC
A Florida Limited Liability Company

The undersigned hereby acknowledges these Articles of Organization for the purpose of forming a Limited Liability Company under the Florida Limited Liability Company Act, Chapter 608, Laws of Florida.

ARTICLE I

Name

The name of the Limited Liability Company is WOOLBRIGHT ALAFAYA MEMBER LLC.

ARTICLE II

Address

The mailing address and street address of the principal office of the Limited Liability Company is c/o Woolbright Development, Inc., 3200 North Military Trail, 4th Floor, Boca Raton, Florida 33431.

ARTICLE III

Registered Agent and Registered Office

The name and the Florida street address of the Registered Agent are:

Peter S. Holton, Esq.
505 South Flagler Drive
Suite 1100
West Palm Beach, Florida 33401

FILED
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CLERK OF DISTRICT COURT
WEST PALM BEACH, FLORIDA

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ARTICLE IV

Management

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

ARTICLE V

Commencement

The Limited Liability Company shall commence its existence upon the filing of these Articles of Organization with the Secretary of State of the State of Florida.

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

Date: April 13, 2005

By: _____


Peter S. Holton, Esq.
(an authorized representative of a member)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

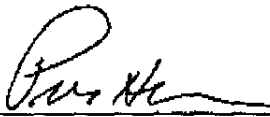
**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE
OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, this Limited Liability Company submits the following statement to designate a Registered Office and Registered Agent in the State of Florida:

That WOOLBRIGHT ALAFAYA MEMBER LLC, desiring to organize under the laws of the State of Florida, has named Peter S. Holton, Esq., located at the Registered Office of the Limited Liability Company at 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

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, Florida Statutes.


Peter S. Holton, Esq., Registered Agent