

MAY 24 2005 8:15 AM

ARAZOZA, COMAS, DE TORRES & FERNANDEZ-FRAGA, P.A.

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Division of Corporations

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LIMITED LIABILITY COMPANY

CRUZ-GOVIN APARTMENT INVESTMENTS, LLC.

Certificate of Status	1
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ARTICLES OF ORGANIZATION

OF

CRUZ-GOVIN APARTMENT INVESTMENTS, LLC.

The undersigned members to these Articles of Organization hereby associate themselves together to form a Limited Liability Company under the laws of the State of Florida.

ARTICLE I
NAME

The name of this Limited Liability Company is: CRUZ-GOVIN APARTMENT INVESTMENTS, LLC.

ARTICLE II
GENERAL NATURE OF BUSINESS

The Limited Liability Company may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III
TERM OF EXISTENCE

This Limited Liability Company is to exist perpetually. The Limited Liability Company's business will continue without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

ARTICLE IV
ADDRESS

The principal office of this Limited Liability Company in the State of Florida is 8855 COLLINS AVE, APT. 3J, MIAMI, FL. 33154. The mailing address of this Limited Liability Company in the State of Florida is P.O. BOX 551612, MIAMI, FL 33265-1612. The Board of Managers may from time to time move the principal office to another address in Florida.

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ARTICLE V
REGISTERED OFFICE, REGISTERED AGENT

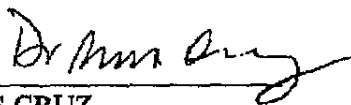
That CRUZ-GOVIN APARTMENT INVESTMENTS, LLC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Palm Beach, State of Florida, hereby designates LUIS CRUZ, as its Registered Agent to accept services within the State. The registered office of the Limited Liability Company shall be 8855 COLLINS AVE, APT. 3J, MIAMI, FL. 33154.

ARTICLE VI
MANAGEMENT

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager-managed company. The initial Manager shall be LUIS CRUZ of 8855 COLLINS AVE, APT. 3J, MIAMI, FL. 33154.

WITNESS the hand and seal of the manager in Miami-Dade County, State of Florida, this 19th day of May, 2005.

The Manager,



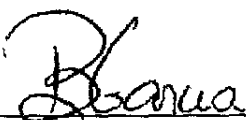
LUIS CRUZ

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

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TALLAHASSEE, FLORIDA

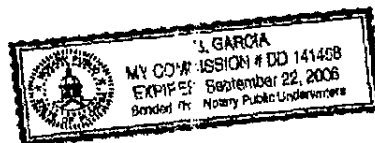
The foregoing instrument was acknowledged before me this 19th day of May, 2005, by LUIS CRUZ, as Manager of CRUZ-GOVIN APARTMENT INVESTMENTS, LLC., for and on behalf of the company. He produced _____ identification or is personally known to me.

WITNESS my hand and seal at Miami-Dade County, Florida this 19th day of May, 2005.



NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

My commission expires:



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

In compliance with Section 48.091, Florida statutes, the following is submitted:

FIRST: That CRUZ-GOVIN APARTMENT INVESTMENTS, LLC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Palm Beach, State of Florida, has named LUIS CRUZ, as its Agent, of 8855 COLLINS AVE, APT. 3J, MIAMI, FL. 33154, to accept service of process within Florida.

Having been named to accept service of process for the above stated Limited Liability Company, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT



LUIS CRUZ
Date: May 19, 2005

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