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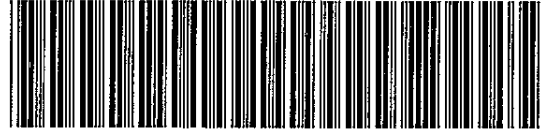
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 468058 4144A

AUTHORIZATION :

COST LIMIT : \$ 155.00

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05 JUL -6 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : July 6, 2005

ORDER TIME : 2:57 PM

ORDER NO. : 468058-025

CUSTOMER NO: 4144A

CUSTOMER: Ms. Esmi Diazdon
Holland & Knight LLP

Suite 3000
701 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: BAYWINDS C V, LLC

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Troy Todd - EXT. 2940

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION
OF
BAYWINDS C V, LLC**

The undersigned, being a duly authorized representative of the member, desiring to form a limited liability company under and pursuant to the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of the limited liability company is BAYWINDS C V, LLC (the "Company").

ARTICLE II

ADDRESS

The principal office and mailing address of the Company is:

9485 Sunset Drive
Suite A-295
Miami, Florida 33173
Attn: Carlos Garcia

ARTICLE III

REGISTERED AGENT AND OFFICE

The Company designates 1201 Hays Street, Tallahassee, Florida 32301 as the street address of the initial registered office of the Company and names Corporation Service Company as the Company's initial registered agent at that address to accept service of process within this state.

ARTICLE IV

DURATION AND CONTINUATION

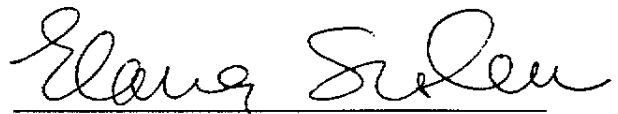
The period of the Company's duration shall commence with the filing of these Articles of Organization with the Florida Department of State, and shall continue perpetually, unless terminated by the written agreement of a majority of ownership interest.

ARTICLE V

PURPOSE

The purpose for which the Company is being formed is to engage in any lawful activity or business.

IN WITNESS WHEREOF, the undersigned has hereunto set her hand this 6th day of July, 2005.

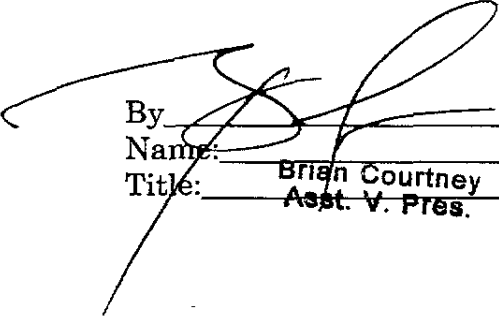
A handwritten signature in cursive script, appearing to read "Elana K. Scoler", written over a horizontal line.

Elana K. Scoler,
Duly Authorized Representative of the
Member

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for BAYWINDS C V, LLC to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position on this 6th day of July, 2005.

CORPORATION SERVICE COMPANY

By 
Name: _____
Title: Brian Courtney
Asst. V. Pres.

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