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CORP. NAME: APETY DOWNTOWN AT THE GARDENS, LLC				
() ARTICLES OF INCORPORATION		() ARTICLES OF AMENDMENT	() ARTICLES OF DISSOLUTION	
() ANNUAL REPORT		() TRADEMARK/SERVICE MARK	() FICTITIOUS NAME	
() FOREIGN QUALIFICATION		() LIMITED PARTNERSHIP	(XX) LIMITED LIABILITY	
() REINSTATEMENT		() MERGER	() WITHDRAWAL	
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Examiner's Initials

ARTICLES OF ORGANIZATION

OF

APETY DOWNTOWN AT THE GARDENS LLC

ARTICLE 1 - Name

The name of the Limited Liability Company is Apety Downtown at the Gardens, LLC (the "Company").

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is c/o Apety Group Inc., 11900 Biscayne Boulevard, Suite 618, Miami, FL 33181

ARTICLE III - Registered Agent and Office

The street address of the Company's initial registered office is 515 E. Park Avenue, Tallahassee, FL 32301, and the name of its initial registered agent at such office is CorpDirect Agents, Inc.

ARTICLE IV - Management

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

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. Dated this ____ day of July, 2005.

Susana Betancourt, Esq., Authorized Signor

S. M. CO. PAIR.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

CORPDIRECT AGENTS, INC. Registered Agent