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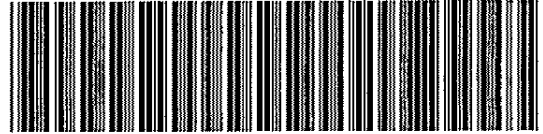
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 543249 7265188

AUTHORIZATION :

COST LIMIT : \$ 125.00

Patricia Pizito

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ORDER DATE : August 16, 2005

ORDER TIME : 10:34 AM

ORDER NO. : 543249-005

CUSTOMER NO: 7265188

CUSTOMER: Michelle N. Ferreira, Esq.
Krinzman, Huss & Lubetsky

Suite 2915
1111 Brickell Avenue
Miami, FL 33131

DOMESTIC FILING

NAME: MARSEILLES GARDEN, LLC

EFFECTIVE DATE:

____ ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

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TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
OF
MARSEILLES GARDEN, LLC
A LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of this limited liability company is **MARSEILLES GARDEN, LLC**, referred to in these Articles of Organization as the "Company."

**ARTICLE II
ADDRESS**

The mailing and street address of the principal office of the Company is:

c/o Richard N. Krinzman
Krinzman, Huss & Lubetsky
Mellon Financial Center, Suite 2915
1111 Brickell Avenue
Miami, Florida 33131

**ARTICLE III
REGISTERED OFFICE AND AGENT**

The name and the Florida street address of the registered agent are:

Richard N. Krinzman
Krinzman, Huss & Lubetsky
Mellon Financial Center, Suite 2915
1111 Brickell Avenue
Miami, Florida 33131

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 obligation of my position as registered agent as provided for in Chapter 608, F.S.


Richard N. Krinzman

**ARTICLE IV
MANAGEMENT**

The Company is to be managed by one (1) manager who is also the sole member, and the sole Managing Member is:

J. Mauricio Cuellar
c/o Mellon Financial Center, Suite 2915
1111 Brickell Avenue
Miami, Florida 33131

The undersigned organizer, for the purpose of forming a limited liability company under the laws of the State of Florida, has executed these Articles of Organization on this 16th day of August, 2005.


Richard N. Krinzman, Organizer

(In accordance with Section 605.405(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts herein are true.)