

AUG-18-2005 (THU) 11:57

CARLTON FIELDS

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Division of Corporations

Page 1 of 1

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LIMITED LIABILITY COMPANY

KENDALE TOWNHOUSE 8443, LLC

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M. Thomas AUG 19 2005

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**ARTICLES OF ORGANIZATION
OF
KENDALE TOWNHOUSE 8443, LLC**

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The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization:

**ARTICLE ONE
NAME**

The name of the limited liability company is KENDALE TOWNHOUSE 8443, LLC (the "Company").

**ARTICLE TWO
ADDRESS**

The mailing address and street address of the principal office of the Company is 2423 N.W. 49th Lane, Boca Raton, Florida 33431.

**ARTICLE THREE
INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent of the Company is Frederick Rubin, 2423 N.W. 49th Lane, Boca Raton, Florida 33431.

**ARTICLE FOUR
MANAGEMENT**

The Company will be a member-managed company. The name and address of the initial managing member of the Company is:

Frederick Rubin
2423 N.W. 49th Lane
Boca Raton, Florida 33431

AUG-18-2005(THU) 15:58 CARLTON FIELDS

P.003/004

FAX AUDIT NO. H05000197834 3

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**ARTICLE FIVE
INDEMNIFICATION**

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she acted in good faith and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Organization on this 18 day of August 2005.



FREDERICK RUBIN
Managing Member


AUG-18-2005(THU) 15:58 CARLTON FIELDS

P. 004/004

FAX AUDIT NO. HD5000197834 3

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for KENDALE TOWNHOUSE 8443, LLC in the foregoing Articles of Organization, I, FREDERICK RUBIN, hereby agree to accept service of process for KENDALE TOWNHOUSE 8443, LLC and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of this position.



FREDERICK RUBIN, Registered Agent

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