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Division of Corporations

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Pg 002
Page 1 of 1

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LIMITED LIABILITY COMPANY

NEW DAWN ALHAMBRA, LLC

Certificate of Status	1
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Page Count	02
Estimated Charge	\$160.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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09/08/05

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EFFECTIVE DATE
9/7/05

31

**ARTICLES OF ORGANIZATION
OF**

**NEW DAWN ALHAMBRA, LLC,
a Florida limited liability company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida set forth the following:

ARTICLE I: NAME

The name of the limited liability company is New Dawn Alhambra, LLC, a Florida limited liability company (the "Company").

ARTICLE II: ADDRESS OF PLACE OF BUSINESS

The principal place of business for the Company will be 2601 South Bayshore Drive Suite 200, Miami, Florida 33133.

ARTICLE III: REGISTERED AGENT

The name of the initial registered agent in Florida for the Company is Neil S. Rollnick, Esq. The address of the initial registered agent is 2525 Ponce de Leon Boulevard, Suite 400, Miami, Florida 33134-6012.

ARTICLE IV: MANAGEMENT

The management of the Company is reserved to members, or officers of the members, that will be referred to as managers or managing members. The name and address of the initial manager or managing member is as follows:

Eduardo Avila
Key Real Estate Development, Corp.
2601 South Bayshore Drive Suite 200
Miami, Florida 33133


ARTICLE V: EFFECTIVE DATE

The effective date of these Articles of Organization is September 7, 2005.

EFFECTIVE DATE
9/7/05

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These Articles of Organization have been executed on the date set forth under the name of the authorized representative of the managing member of the Company. In accordance with the terms of §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.



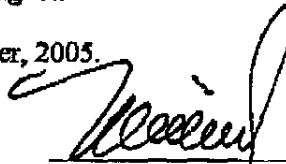
Neil S. Rollnick
Authorized Representative

Date: September 7, 2005

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of New Dawn Alhambra, LLC, a Florida limited liability company, the undersigned accepts such an appointment, agrees to act in such capacity, accepts the obligations proposed by Florida Statutes §608.415 and is herewith simultaneously designated as registered agent.

Executed this 7th day of September, 2005.



Neil S. Rollnick, Registered Agent

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA