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Division of Corporations

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Florida Department of State
Division of Corporations
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Fax Number : (850) 205-0383

From:

Account Name : C T CORPORATION SYSTEM
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DIVISION OF CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

The Florida Retail Land Bank LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$130.00

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M. Thomas SEP 16 2005



OFFICE OF FINANCIAL REGULATION

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FINANCIAL SERVICES
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CHIEF FINANCIAL OFFICER

CHARLES CRIST
ATTORNEY GENERAL

September 13, 2005

Michael Basile, Esquire
Stroock & Stroock & Lavan, LLP
200 S. Biscayne Blvd., #3160
Miami, Florida 33131

Dear Mr. Basile:

Re: The Florida Retail Land Bank LLC

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Office that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Office does not object to your use of the above-referenced name being registered to conduct business in the state of Florida.

Sincerely,

A handwritten signature in cursive script, reading "Linda B. Charity".

Linda B. Charity
Director

LBC:ker

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
Department of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY**ARTICLE I - Name:**

The name of the Limited Liability Company is:

THE FLORIDA RETAIL LAND BANK LLC**ARTICLE II - Address:**

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

Principal Office Address:1400 N.W. 107th Avenue, 4th Floor
Miami, Florida 33172**Mailing Address:**1400 N.W. 107th Avenue, 4th Floor
Miami, Florida 33172**ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:**

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

Joel Levy

Name.

1400 N.W. 107th Avenue, 4th FloorFlorida street address (P.O. Box NOT acceptable)Miami, Florida 33172

City, State, and Zip

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



Registered Agent's Signature

(CONTINUED)

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:MGRMichael M. Adler1400 NW 107 Avenue, 4th FloorMiami, FL 33172

(Use attachment if necessary)

NOTE: An additional article must be added if an effective date is requested.**REQUIRED SIGNATURE:**

 Signature of a member or an authorized representative of a member.

(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.)

Michael M. Adler

Typed or printed name of signer

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)

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