

LOS 000102574

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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

SOUTHERN COVE, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 OCT 18 AM 8:53

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**ARTICLES OF ORGANIZATION
OF
SOUTHERN COVE, LLC**

The undersigned hereby forms a limited liability company under the Florida Limited Liability Company Act and adopt as the Articles of Organization of such limited liability company the following:

- I. The name of the limited liability company:

SOUTHERN COVE, LLC (the "Company")

- II. The period of its duration:

Perpetual effective from the date of filing of these Articles of Organization with the Secretary of State of the State of Florida.

- III. The purpose for which the limited liability company is organized:

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company.

- IV. A. The mailing address of the principal place of business in Florida:

550 Biltmore Way, Suite 700
Coral Gables, FL 33134

- B. The name and address of the Company's initial Registered Agent:

Neale J. Poller
550 Biltmore Way - Suite 700
Coral Gables, Florida 33134

- V. The total amount of cash contributed is:

\$ 500.00

VI. Additional contributions shall be made at such times and in such amounts as may be unanimously agreed by the Members as provided in the Operating Agreement of the Company.

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VII. Additional Members may be admitted at such times and on such terms and conditions as the Members may agree and as provided in the Operating Agreement of the Company.

VIII. The Company shall continue its business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued membership of a Member in the Company.

IX. Management of the Company is reserved to the Members. The names and addresses of the Members and their respective Percentage of Interest of each Member are:

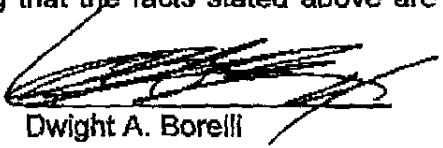
<u>Member</u>	<u>Address</u>	<u>Percentage of Interest</u>
B&S Global Investments II, LLC	550 Biltmore Way, Suite 700 Coral Gables, Florida 33134	100%

Dated: October 18, 2005

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TALLAHASSEE, FLORIDA

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The undersigned, a member of the Company, for the purpose of forming a liability company to do business within the State of Florida, does make and file these Articles of Organization, hereby declaring and certifying that the facts stated above are true and correct.


Dwight A. Borelli

The undersigned hereby accepts the foregoing designation as initial Registered Agent, is familiar with, accepts and agrees to comply with the provision of law applicable to such designation.


Neale J. Poller


STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 18th day of October, 2005 by Dwight A. Borelli. He is personally known to me or has produced N/A as identification.

My Commission Expires:



MARILEE L. MILLS
MY COMMISSION # DD 465591
EXPIRES: March 9, 2008
Bonded thru Budget Notary Service


Notary Public

Print Name: _____

Commission No _____

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