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CORPÖIRECT AGENTS, INC. (formerly CCRS) 515 EAST PARK AVENUE TALLAHASSEE, FL 32301 222-1173

FILING COVER SHEET ACCT. #FCA-14

Examiner's Initials

CONTACT:	TRACY SPE	AR	- .		
DATE:	10/19/05		-		
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ARTICLES OF ORGANIZATION

OF

FOUNTAINS 149, LLC

ARTICLE I - Name

The name of the Limited Liability Company is FOUNTAINS 149, LLC (the "Company

ARTICLE II - Address

The mailing address and street address of the principal office of the Company is 1200 Ponce de Leon Bivd., 1st Floor, Coral Gables, Florida 33134.

ARTICLE III - Registered Agent and Office

The street address of the Company's initial registered office is 515 E. Park Avenue, Tallahassee, FL 32301, and the name of its initial registered agent at such office is CorpDirect Agents, inc.

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. Dated this $\frac{\kappa}{2}$ day of October, 2005.

Secretary of the secret

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in these Articles of Organization, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Florida Statutes Chapter 608. Dated this 19th day of October, 2005.

CORPDIRECT AGENTS, INC.

Registered Agent