

L05000114355

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(Business Entity Name)

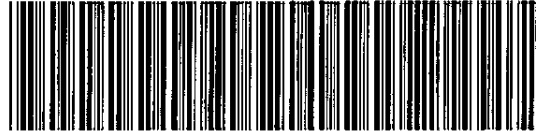
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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

1333 N. DUVAL STREET, TALLAHASSEE, FL 32303

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 11-29-05

NAME: GREEN VANDERBILT CHINA LLC

TYPE OF FILING: QUALIFICATION

COST: \$125 + \$30= \$155

RETURN: CERTIFIED COPY

ACCOUNT: FCA0000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

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TALLAHASSEE, FLORIDA
SECURITY OF STATE

ARTICLES OF ORGANIZATION

Article I. Name

The name of this Florida Limited Liability Company is:
Green Vanderbilt China LLC

Article II. Address

The Company's street and mailing address is:
**67 Wall Street
22nd Floor
New York, NY 10005**

Article III. Registered Agent

The name and Street Address of the Company's registered agent is:
**Florida Filing & Search Services, Inc.
1333 North Duval Street
Tallahassee, FL 32303**

Article IV. Transferability of Membership Interests

No members shall have the right to assign their membership interests in the Company without the written agreement of all of the membership interests, unless otherwise provided in the Company's Operating Agreement. If the assignment is not approved by all of the membership interests, the assignee shall have no right to become a member, to participate in the management of the Company, or to exercise any other rights or powers of a member. The assignee shall merely be entitled to receive the share of profits and other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

American Incorporators Ltd.
1220 North Market Street, Suite 808
Wilmington, DE 19801
800-421-2661

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Article V. Management

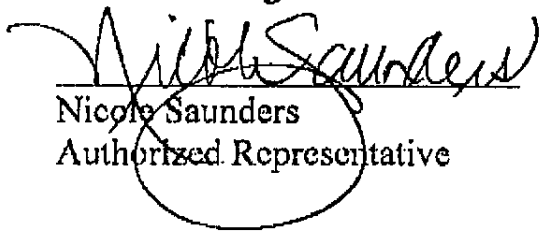
This will be a member-managed company. The name and address of the initial member will be:

Maria Rosen, 67 Wall Street, 22nd Floor, New York, NY 10005

Article VI. Company Existence

The Company's existence shall begin effective as of the date of filing.

The undersigned authorized representative of a member executed these Articles of Organization on November 29, 2005.



Nicole Saunders
Authorized Representative

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

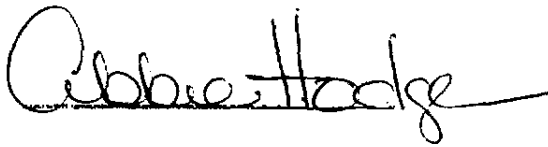
COMPANY

Green Vanderbilt China LLC

REGISTERED AGENT/OFFICE

**Florida Filing & Search Services, Inc.
1333 North Duval Street
Tallahassee, FL 32303**

I agree to act as registered agent to accept service of process for the company named above at the place designated in this Certificate.
I agree to comply with the provisions for all statutes relating to the proper and complete performance of the registered agent duties. I am familiar with and accept the obligations of the registered agent position.

A handwritten signature in black ink, appearing to read "Robert Hodge", with a long horizontal flourish extending to the right.

Date: November 29, 2005

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