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To: Division of Corporations
Fax Number : (850)205-0383

From: Account Name : HUNTON & WILLIAMS
Account Number : T20000000236
Phone : (305)810-2542
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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

CWP Investors, LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF ORGANIZATION

OF

CWP INVESTORS, LLC

These Articles of Organization are made for the purpose of organizing a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

ARTICLE I - NAME

The name of the limited liability company is CWP Investors, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 5446 N. Bay Road, Miami Beach, FL 33140.

ARTICLE III - DURATION

The period of duration of the Company shall be perpetual.

ARTICLE IV - PURPOSES

The Company is organized for the sole purpose of acquiring certain limited partnership interests in Country Walk Plaza, Ltd. and transacting all lawful activities related thereto, but for no other purpose.

ARTICLE V **REGISTERED AGENT; REGISTERED ADDRESS**

The name of the initial registered agent of the Company is Stuart K. Hoffman. The Florida street address of the initial registered agent of the Company is c/o Hunton & Williams, LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

ARTICLE VI **MANAGEMENT**

The Company is to be managed in accordance with the terms and conditions of the Company's Operating Agreement.

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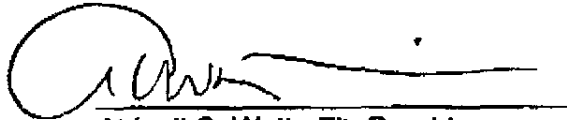
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ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS

Additional members to the Company may be admitted only in accordance with the terms and conditions of the Company's Operating Agreement, as amended from time-to-time.

IN WITNESS WHEREOF, the undersigned duly authorized representative has hereunto set her hand this 12 day of December, 2005.



Abigail C. Watts-FitzGerald
Duly Authorized Representative

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

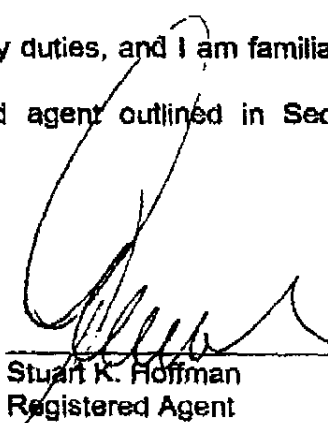
WITNESSETH:

That CWP Investors, LLC desiring to organize under the laws of the State of Florida, has named Stuart K. Hoffman, located at Hunton & Williams, LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 12 day of December, 2005.


Stuart K. Hoffman
Registered Agent

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