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Division of Corporations

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To:

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Fax Number : (850) 205-0383

From:

Account Name : RAFFERTY, STOLZENBERG, GELLES, TENENHOLTZ & FLYNN, P.
Account Number : I20000000207
Phone : (305) 373-0330
Fax Number : (305) 379-6009

FLORIDA/FOREIGN LIMITED LIABILITY CO.

BREAKWATER GA-ONE, LLC

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|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
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DIVISION OF CORPORATION

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**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is:

Breakwater GA-One, LLC

**ARTICLE II
ADDRESS**

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

3125 N.W. 125th Street
Miami, Florida 33167

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

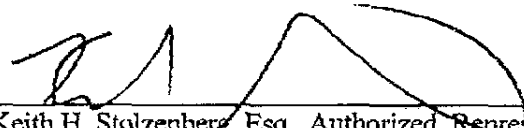
The name and street address of the registered agent is:

Keith H. Stolzenberg, Esq.
Rafferty, Stolzenberg, Gelles, Tenenholtz
& Flynn, P.A.
1401 Brickell Avenue, Suite 825
Miami, Florida 33131

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by a manager or managers and is therefore, a manager-managed Company. The name and address of the initial Manager is as follows:

Breakwater Investments, LLC
3125 N.W. 125th Street
Miami, Florida 33167


Keith H. Stolzenberg, Esq., Authorized Representative

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
BREAKWATER GA-ONE, LLC**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

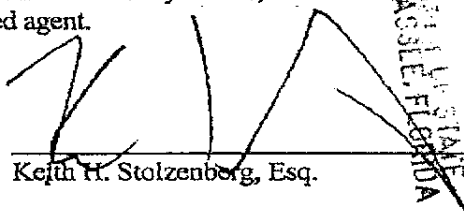
1. The name of the limited liability company is:

BREAKWATER GA-ONE, LLC

2. The name and address of the registered agent and office is:

Keith H. Stolzenberg, Esq.
Rafferty, Stolzenberg, Gelles, Tenenholtz
& Flynn, P.A.
1401 Brickell Avenue, Suite 825
Miami, Florida 33131

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.



Keith H. Stolzenberg, Esq.

Date: January 5, 2006.

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