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# FLORIDA/FOREIGN LIMITED LIABILITY CO.

# KILLIAN DRIVE AT PINECREST, L.L.C.

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

#### ARTICLE I - Name

The name of the Limited Liability Company is: ..

#### KILLIAN DRIVE AT PINECREST, L.L.C.

#### ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company in the State of Florida is 255 University Drive, Coral Gables, Florida 33134. The Board of Managers may from time to time move the principal office to another address in Florida.

### ARTICLE III - Duration

This Limited Liability Company is to exist for thirty (30) years. The remaining members may vote to continue the Limited Liability Company's business without regard to the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company.

#### ARTICLE IV - Management

The Limited Liability Company is to be managed by the members and the names and addresses of the managing members are:

Name

Address

Florida Realty International Investors, LLC

365 Arvida Parkway, Coral Gables, Florida 33156

Jomed, Inc.

4812 SW 74th Court, Miami, Florida 33155

## ARTICLE V - Membership

Initially, the Limited Liability Company shall have two members. The names and addresses of the members are:

Name

Address

Florida Realty International Investors, LLC

365 Arvida Parkway, Coral Gables, Florida 33156

Jomed, Inc.

4812 SW 74th Court, Miami, Florida 33155

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All memberships shall be payable in cash, notes or other property at a valuation to be fixed by the Board of Managers at a meeting called for that purpose. Property may be purchased or paid for with memberships at a just valuation to be fixed by the Board of Managers. The members by unanimous vote may sell further memberships, as they deem necessary at a price to be determined in their discretion. Any new membership interests shall reduce the existing percentages pro-rata. However, whenever new membership interests are sold the existing members shall have preemptive rights.

#### ARTICLE VI - Admission of Additional Members

The right, if given, of the remaining members to admit additional members and the terms and conditions of the admissions shall be set forth in the Regulations adopted by the members.

#### ARTICLE VII - Members Rights to Continue Business

The right, if given, of the remaining members of the Limited Liability Company to continue the business (on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Limited Liability Company) shall be set forth in the Regulations adopted by the members.

#### ARTICLE VIII - Initial and Authorized Capital

The amount of capital with which this Limited Liability Company will begin business is not less than \$100,00 to be contributed as set out in Article IV. The authorized capital may be increased by amending these articles as provided in Article IX.

### ARTICLE IX - Amendment

These Articles of Organization may be amended in the manner provided by law. Every amendment shall be approved at a members' meeting by a unanimous vote of the membership entitled to vote thereon, unless all the managers and all the members sign a written statement manifesting their intention that a certain amendment of these Articles of Organization be made.

#### ARTICLE X - Registered Office and Registered Agent

That Killian Drive at Pinecrest, L.L.C., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Organization at the County of Miami-Dade, State of Florida, hereby designates Fernando S. Arán as its Registered Agent, to accept services within the State. The street address of the registered office of the Limited Liability Company shall be 255 University Drive, Coral Gables, Florida 33134.

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IN WITNESS WHEREOF, the hand and seal of the company in Miami-Dade State of Florida, this Q day of February 2006.

KILLIAN DRIVE AT PINECREST, L.L.C. By: Jomed, Inc. Co-Manager

By: José C. Mendiola, Jr. President

By: Florida Realty International Livestors, LLC Co-Manager

By: Marco Antonio DeSouze, Manager

STATE OF FLORIDA

SS:

COUNTY OF MIAMI-DADE)

PERSONALLY appeared before me, Jose C. Mendiola, Ir., as President of Jomed Inc., and Marco Antonio DeSouza, Manager of Florida Realty International Investors, LLC as the Managers of Killian Drive at Pinecrest, LLC who are personally known to me or produced as identification and acknowledges that they signed the same in their corporate capacities and on behalf of the companies, for the purposes therein expressed.

WITNESS my hand and seal at Miami, Dade County, Florida this Oth day of February 2006.

NOTARY PUBLIC, STATE OF FLORIDA

AT LARG

My commission expires:

Yerlet Perez
My Commission DDG18824
Espires May 12, 2008

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST: That Killian Drive at Pinecrest, L.L.C., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, has named Fernando S. Arán, as its Agent to accept service of process within Florida.

Having been named to accept service of process for the above stated Limited Liability Company, 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.

Fernando S. Arán Registered Agent

02/08/06

BIO MID: 20
ANASSEE, FLORIDA