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From:

Account Name : CAMNER, LIPSITZ AND POLLER, PROFESSIONAL ASSOCIATION
Account Number : 075410001634
Phone : (305) 442-4994
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

ANTELOPE VALLEY, LLC

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**ARTICLES OF ORGANIZATION
OF
ANTELOPE VALLEY, LLC**

The undersigned hereby forms a limited liability company under the Florida Limited Liability Company Act and adopt as the Articles of Organization of such limited liability company the following:

- I. The name of the limited liability company:

ANTELOPE VALLEY, LLC (the "Company")

- II. The period of its duration:

Perpetual effective from the date of filing of these Articles of Organization with the Secretary of State of the State of Florida.

- III. The purpose for which the limited liability company is organized:

The Company shall have unlimited power to engage in and do any lawful act concerning any or all lawful businesses for which limited liability companies may be organized according to the laws of the State of Florida, including all powers and purposes now and hereafter permitted by law to a limited liability company.

- IV. A. The mailing address of the principal place of business in Florida:

801 Alton Road, #2
Miami Beach, FL 33339

- B. The name and address of the Company's initial Registered Agent is:

Marc Lipsitz
550 Biltmore Way - Suite 700
Coral Gables, Florida 33134

- V. Management of the Company is reserved to the Members. The names and addresses of the Members and their respective Percentage of Interest of each Member are:

| <u>Name</u> | <u>Address</u> | <u>Percentage of Interest</u> |
|---|--|-----------------------------------|
| Burkett Schoff Properties I, A Florida General Partnership | 801 Alton Road, #2 Miami Beach, Florida 33139 | 100% |

- VI. Additional Members may be admitted at such times and on such terms and conditions as the Members may agree and as provided in the Operating Agreement of the Company.

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VII. The Company shall continue its business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued membership of a Member in the Company.

IN WITNESS WHEREOF, the undersigned, an authorized representative of ANTELOPE VALLEY, LLC has executed these Articles of Organization this ____ day of March, 2006.

AUTHORIZED REPRESENTATIVEBY 

Name: Marc Lipsitz

Title: An Authorized Representative

ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as Registered Agent for ANTELOPE VALLEY, LLC, at the place designated in these Articles of Organization, hereby agrees to act in such capacity and to comply with the provisions of law in relation thereto. The undersigned is familiar with the obligations of a Registered Agent under the Florida Limited Liability Company Act.


Marc Lipsitz

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