

Division of Corporations

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Florida Department of State  
Division of Corporations  
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

CD119 GP, LLC

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**ARTICLES OF ORGANIZATION  
OF  
CD119 GP, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby makes, acknowledges, and files the following Articles of Organization.

**ARTICLE I - NAME**

The name of the Limited Liability Company is CD119 GP, LLC (the "Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company is: 1350 E. Newport Center Drive, Suite 206, Deerfield Beach, Florida 33442.

**ARTICLE III - DURATION**

The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall terminate not later than December 31, 2056, unless the Company is earlier dissolved as provided in these Articles of Organization.

**ARTICLE IV - REGISTERED AGENT AND REGISTERED OFFICE**

The name and street address of the registered agent and registered office of the Company in the State of Florida is: Taurus Southern Investments, LLC, 1350 E. Newport Center Drive, Suite 206, Deerfield Beach, FL 33442, Attention: Linda G. Kassof.

**ARTICLE V - PURPOSE**

The purpose of the Company is any and all lawful business of the Company and any other lawful purposes.

**ARTICLE VI - ADDITIONAL CAPITAL CONTRIBUTIONS**

Each member shall make additional capital contributions to the Company only upon the unanimous consent of all of the members.

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## ARTICLE VII - ADMISSION OF NEW MEMBERS

No additional members shall be admitted to the Company except in accordance with all applicable laws and with the unanimous written consent of all of the members of the Company and upon such terms and conditions as shall be determined by all of the members. A member may transfer such member's interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all of the other members of the Company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

## ARTICLE VIII - TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company is continued by the consent of all of the remaining members, provided there are at least two remaining members.

## ARTICLE IX - MANAGEMENT

The Company shall be managed by a manager or managers in accordance with regulations adopted by the members for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names and addresses of the initial managers of the Company are:

Lorenz Reibling	112 Milk Street Boston, MA 02109
Guenther Reibling	1350 E. Newport Center Drive, Suite 206 Deerfield Beach, FL 33442
Peter Merrigan	112 Milk Street Boston, MA 02109
Linda G. Kassof	1350 E. Newport Center Drive, Suite 206 Deerfield Beach, FL 33442
Jeff McFadden	1560 Orange Avenue, Suite 410 Winter Park, FL 32789

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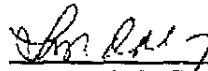
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IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Deerfield Beach, Florida this 9th day of April, 2006.

SOLE MEMBER:  
Taurus Southern Investments, LLC,  
a Delaware limited liability company

By:



Linda G. Kassof, Manager

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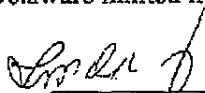
Registered Agent Acceptance

Having been named as registered agent and to accept service of process for the above stated limited liability company at the address designated in this certificate pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned hereby accepts the appointment as registered agent and agree to act in this capacity. The undersigned further agrees 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.

Taurus Southern Investments, LLC,  
a Delaware limited liability company

Date: April 26, 2006

By



Linda G. Kassof, Manager

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