

04/28/2008 14:54 FAX 5612076201  
Division of Corporations

KAY LAW OFFICES

001/005

Page 1 of 1

LD6000044782

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000118756 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page so will generate another cover sheet.

To:

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

From:

Account Name : KAY LAW OFFICES  
Account Number : 120020000074  
Phone : (561)207-6200  
Fax Number : (561)207-6201

FLORIDA/FOREIGN LIMITED LIABILITY CO

CD119 CENTRAL PARK, LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$130.00

Electronic Filing Menu

Corporate Filing Menu

Help

FILED  
06 APR 28 AM 10:04  
H060001187563  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION  
OF  
CD119 CENTRAL PARK, 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 Central Park, 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: CD119 GP, 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.

H06000118756 3

#### 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

H06000118756 3

04/28/2006 14:55 FAX 5812078201

KAY LAW OFFICES

004/005

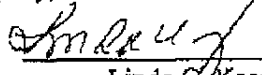
H06000118756 3

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Organization at Deerfield Beach, Florida this 26 day of April, 2006.

SOLE MEMBER:

Club Deal 119 Jacksonville Portfolio, Ltd.,  
a Florida limited partnership

By: CD119 GP, LLC, a Florida limited liability  
Company, its General Partner

By:   
Linda G. Kassof, Manager

H06000118756 3

H06000118756 3

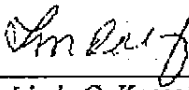
## Registered Agent Acceptance

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.

CD119 GP, LLC,  
a Florida limited liability company

Date: April 26, 2006

By



Linda G. Kassof, Manager

FILED  
06 APR 28 AM 10:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

H06000118756 3