

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L06000050658
FILED 8:00 AM
May 17, 2006
Sec. Of State
jsadler

Article I

The name of the Limited Liability Company is:

OPPENHEIM REAL ESTATE VENTURES ASPEN, LLC

Article II

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

245 NE 37TH STREET
SUITE # S102
MIAMI, FL. 33137

The mailing address of the Limited Liability Company is:

245 NE 37TH STREET
SUITE # S102
MIAMI, FL. 33137

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

The name and Florida street address of the registered agent is:

FERRELL GROUP CORPORATE SERVICES, LLC
201 SOUTH BISCAYNE BOULEVARD
34TH FLOOR
MIAMI, FL. 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.

Registered Agent Signature: STEVE L. WASERSTEIN

Article V

The name and address of managing members/managers are:

Title: MGR
CHAD OPPENHEIM
245 NE 37TH STREET - SUITE # S102
MIAMI, FL. 33137

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Article VI

The effective date for this Limited Liability Company shall be:

05/16/2006

Signature of member or an authorized representative of a member

Signature: STEVE L. WASERSTEIN