

MAY. 17. 2006 12:40PM  
Division of Corporations

ACKERMAN LINK & SARTORY

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To:

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

From:

Account Name : ACKERMAN, LINK & SARTORY, P.A.  
Account Number : 110435002274  
Phone : (561) 838-4100  
Fax Number : (561) 838-5305 Attention: Vicki Fearon

**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**COHEN BUTTERMILK ASSOCIATES, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	03
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**ARTICLES OF ORGANIZATION  
OF  
COHEN BUTTERMILK ASSOCIATES, LLC**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

The name of the limited liability company (the "Company") is COHEN BUTTERMILK ASSOCIATES, LLC.

**ARTICLE II  
DURATION**

The duration of the Company shall be perpetual.

**ARTICLE III  
ADDRESS**

The mailing address and the street address of the principal office of the Company are:

4400 PGA Boulevard, Suite 305  
Palm Beach Gardens, FL 33410

**ARTICLE IV  
INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of the Company is:

Richard Baer  
4400 PGA Boulevard, Suite 305  
Palm Beach Gardens, FL 33410

Myra Gendel  
Florida Bar Member 0375391  
Ackerman, Link & Sartory, P.A.  
222 Lakeview Avenue, Suite 1250  
West Palm Beach, FL 33401  
(561) 838-4100

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**ARTICLE V  
MANAGEMENT**

The management of the Company is reserved to the manager. The name and address of the manager is:

Andrew J. Cohen  
% Cohen & Co., Inc. Real Estate  
9 East 40<sup>th</sup> Street, 10<sup>th</sup> Floor  
New York, NY 10016

**ARTICLE VI  
PURPOSE**

The purpose of the Company shall be to engage in any lawful commercial act or activity for which a limited liability company may be formed under the Florida Limited Liability Company Act.

Dated: May \_\_\_\_, 2006

  
\_\_\_\_\_  
ANDREW J. COHEN, Managing Member

Myra Gendel  
Florida Bar Member 0375391  
Ackerman, Link & Sartory, P.A.  
222 Lakeview Avenue, Suite 1250  
West Palm Beach, FL 33401  
(561) 838-4100

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ACKERMAN LINK SARTORY

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

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The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

COHEN BUTTERMILK ASSOCIATES, LLC, desiring to organize under the laws of the State of Florida with its registered office address, as indicated in the Articles of Organization, as 4400 PGA Boulevard, Suite 305, Palm Beach Gardens, FL 33410, has named Richard Baer as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named as Registered Agent and to accept service of process for the above-named Company at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open such office.

Dated: May \_\_\_\_\_, 2006

  
\_\_\_\_\_  
RICHARD BAER

Myra Gendel  
Florida Bar Member 0375391  
Ackerman, Link & Sartory, P.A.  
222 Lakeview Avenue, Suite 1250  
West Palm Beach, FL 33401  
(561) 838-4100

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