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DIVISION OF CORPORATIONS

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Cohen Real Estate Capital, LLC

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H06000162989 3

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF ORGANIZATION
FOR
COHEN REAL ESTATE CAPITAL, LLC
a Florida Limited Liability Company**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I. NAME

The name of the limited liability company is: Cohen Real Estate Capital, LLC (the "Company").

ARTICLE II. ADDRESS

The street address of the principal office of the Company is 17 North Lawsona Boulevard, Orlando, Florida 32801. The mailing address of the principal office of the Company is 17 North Lawsona Boulevard, Orlando, Florida 32801.

ARTICLE III. DURATION

The period of duration for the Company shall be perpetual, unless terminated in accordance with the Company's Operating Agreement or by the written consent of the members of the Company.

ARTICLE IV. INITIAL REGISTERED AGENT AND OFFICE

The name and street address of the initial registered agent of the Company are Todd F. Cohen, 17 North Lawsona Boulevard, Orlando, Florida 32801.

ARTICLE V. MANAGEMENT

The Company shall be a manager-managed company.

ARTICLE VI. OPERATING AGREEMENT

The power to adopt the Operating Agreement of the Company shall be vested in the members of the Company. The power to alter, amend, or repeal the Operating Agreement of the Company shall be exercised by the members of the Company according to the terms thereof.

Date: 6/20, 2006

By: Todd F. Cohen

Todd F. Cohen, Organizer

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**ACCEPTANCE OF APPOINTMENT
BY INITIAL REGISTERED AGENT**

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THE UNDERSIGNED, having been named in Paragraph IV of the foregoing Articles of Organization as initial registered agent at the office designated therein, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with, and hereby accepts, the obligations set forth in Section 608.415, Florida Statutes, and the undersigned will further comply with any other provisions of law made applicable to it as registered agent of the limited liability company.

DATED, this 20th day of June, 2006.

REGISTERED AGENT:

T. Cohen

Todd F. Cohen

H06000162989 3