

JUN. 22. 2006 4:34PM
Division of Corporations

ACKERMAN LINK SARTORY

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Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850) 205-0383

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

FLORIDA/FOREIGN LIMITED LIABILITY CO.

Cohen Birmingham Roebuck Associates, LLC

Certificate of Status	1
Certified Copy	1
Page Count	03
Estimated Charge	\$160.00

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ARTICLES OF ORGANIZATION
OF
COHEN BIRMINGHAM ROEBUCK ASSOCIATES, LLC

ARTICLE I
NAME

The name of the limited liability company (the "Company") is COHEN BIRMINGHAM ROEBUCK 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 are:

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

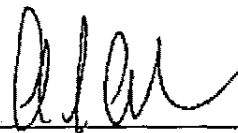
The management of the Company is reserved to the manager. The name and address of the manager is:

Andrew J. Cohen
% Cohen & Co., Inc. Real Estate
9 East 40th Street, 10th 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: June 22, 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**

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

COHEN BIRMINGHAM ROEBUCK 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: June 22, 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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