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Division of Corporations

STEARNS WEAVER MILLER

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

YMCA Village Carver Phase II, LLC

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**ARTICLES OF ORGANIZATION OF
YMCA VILLAGE CARVER PHASE II, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company is YMCA Village Carver Phase II, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 2950 S.W. 27th Avenue, Suite 200, Miami, Florida 33133.

ARTICLE III - DURATION

The period of duration for the Company shall be perpetual.

ARTICLE IV - REGISTERED OFFICE AND AGENT AND ADDRESS

The name and street address of the registered agent of the Company in the State of Florida are:

Name

Address

Brian J. McDonough

2200 Museum Tower
150 West Flagler Street
Miami, Florida 33130

ARTICLE V - MANAGEMENT

The Company is a manager-managed limited liability company.

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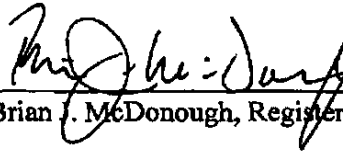
IN WITNESS WHEREOF, the undersigned authorized representative of the Members has made and subscribed these Articles of Organization for the foregoing uses and purposes this 1st day of August, 2006.



Brian J. McDonough
Authorized Representative of Member

REGISTERED AGENT'S ACCEPTANCE

Having been named as registered agent and to accept service of process for YMCA Village Carver Phase II, LLC, a Florida limited liability company, at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees 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 its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.



Brian J. McDonough, Registered Agent

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