

Division of Corporations

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## Florida Department of State

Division of Corporations

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## FLORIDA/FOREIGN LIMITED LIABILITY CO.

## CP SOUTHEAST SECOND MANAGER LLC

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**ARTICLES OF ORGANIZATION  
OF  
CP SOUTHEAST SECOND MANAGER LLC**

Pursuant to section 608.407, Florida Statutes, the undersigned hereby file these Articles of Organization as follows:

**ARTICLE I - NAME**

The name of the Limited Liability Company is CP SOUTHEAST SECOND MANAGER LLC.

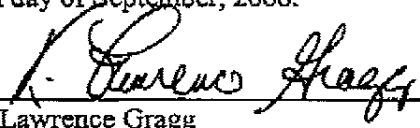
**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is 225 NE Mizner Boulevard, Suite 200, Boca Raton, FL 33432.

**ARTICLE III - DURATION**

The period of duration for the Limited Liability Company is perpetual.

IN WITNESS WHEREOF, the undersigned authorized representatives have hereunto set their hand and seal this 27th day of September, 2006.

  
K. Lawrence Gragg  
Authorized Representative

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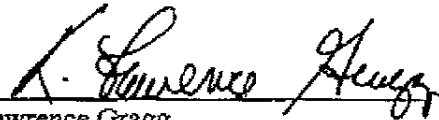
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**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned submit the following statement in designating the registered office/registered agent:

CP SOUTHEAST SECOND MANAGER LLC desiring to organize as a limited liability company under the laws of the State of Florida, has designated 200 S. Biscayne Boulevard, Suite 4900, Miami, FL 33131, as its initial Registered Office and has named K. Lawrence Gragg located at said address as its initial Registered Agent.

  
K. Lawrence Gragg  
Authorized Representative

Having been named Registered Agent for the above stated limited liability company, at the designated Registered Office, the undersigned hereby accepts said appointment 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 the undersigned's duties, and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

  
K. Lawrence Gragg  
Registered Agent

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