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To: Division of Corporations

From: Mima Hormechea, Paralegal

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Message:

Dear Sir or Madam:

Please file the attached Articles Organization of Edgewater Tower JV, LLC.

Should you have any questions or concerns, do not hesitate to contact me.

Thank you for your assistance in this matter.

Mima Hormechea
Paralegal

Enclosures

{Transactional01100822/M0287183 v.4; 9/25/2006 05:40 PM}

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ARTICLES OF ORGANIZATION
OF
EDGEWATER TOWER JV, LLC

The undersigned, for the purpose of forming a limited liability company under the laws of Florida, hereby adopts the following Articles of Organization.

ARTICLE I - NAME

The name of the limited liability company shall be Edgewater Tower JV, LLC (the "Company").

ARTICLE II - NATURE OF BUSINESS AND MAILING ADDRESS

The Company is organized for the purpose of transacting any or all lawful business. The mailing address and street address of the principal office of the Company shall be 450 N.E. 32nd Street, Miami, Florida 33137.

ARTICLE III - MANAGEMENT

The Company shall be manager-managed. The number of managers may be increased or diminished from time to time by the Members. The manager or managers shall be appointed by the Members and shall serve until the first annual meeting of the Members, or until his, her, or its successor is elected and qualified.

The names and the addresses of the initial Managers and Members are:

Robert Wohl - 450 N.E. 32nd Street, Miami, Florida 33137
Michael Gold - 450 N.E. 32nd Street, Miami, Florida 33137

ARTICLE IV - REGISTERED OFFICE AND AGENT

The street address of the initial registered agent of the Company is 201 S. Biscayne Boulevard, Suite 1700, Miami, Florida 33131, and the name of the initial registered agent of the Company is Miami Center Registered Agents, LLC.

IN WITNESS WHEREOF, the undersigned, an authorized representative of the members, has executed these Articles of Organization on the 24th day of October 2006.


Dale S. Bergman, Authorized Representative

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

{Transactional55790001/M0365105 v.1; 10/24/2006 06:47 PM}

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ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above-stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, Florida Statutes.

MIAMI CENTER REGISTERED AGENTS, LLC, a
Florida limited liability company

By: 

Dale S. Bergman, Vice President

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