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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Miami River Land Investments, LLC

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**MIAMI RIVER LAND INVESTMENTS, LLC
ARTICLES OF ORGANIZATION**

The undersigned Organizer hereby submits these Articles of Organization (these "Articles") to the Florida Department of State, Division of Corporations, pursuant to Sections 608.405, 608.407, 608.408 and 608.4081, FLA. STAT. (2007), for the purpose of forming a limited liability company pursuant to the Florida Limited Liability Company Act (the "Company").

**Article I
NAME**

The name of the Company shall be "Miami River Land Investments, LLC."

**Article II
PRINCIPAL OFFICE**

The mailing address and street address of the Company's principal office and place of business shall be located at 1200 Ponce de Leon Boulevard, Coral Gables, Florida 33134-3323. The Company may change its principal office from time to time by filing the mailing address and street address of the new principal office with the Florida Department of State, Division of Corporations.

**Article III
INITIAL REGISTERED OFFICE & INITIAL REGISTERED AGENT**

The mailing address and street address of the Company's initial registered office shall be located at 1200 Ponce de Leon Boulevard, Coral Gables, Florida 33134-3323, and the name of the Company's initial registered agent at such address shall be Kurt A. Raulin. Pursuant to Section 608.416, FLA. STAT. (2007), the Company may change its registered office and registered agent from time to time by filing the mailing address and street address of the new registered office and the name of the new registered agent with the Florida Department of State, Division of Corporations.

**Article IV
ORGANIZATION OF COMPANY**

The Company shall be organized pursuant to a written Operating Agreement that shall enumerate the business purposes of the Company, the rights and obligations of the Members, the powers and duties of the Managers, and the fundamental procedures for the conduct of the business and affairs of the Company. The Operating Agreement shall be executed by all of the Members of the Company prior to the commencement of the Company's business activities.

*Articles of Organization
Miami River Land Investments, LLC*

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**Article V
AUTHORITY OF MANAGERS**

Pursuant to Sections 608.422(1), (3) and (4), and Section 608.4235(2), FLA. STAT. (2007), the management of the Company shall be vested in one or more Managers, who shall be selected by the Members of the Company in accordance with the Operating Agreement. The Managers shall have the specific powers and authority to take such actions as may be enumerated in the Operating Agreement or as may be authorized in writing from time to time by the Members. Upon receipt of a written request by an interested third party, the Company may issue a certificate stating the names of the current Managers of the Company as evidence of their authority to conduct the business and affairs of the Company and to enter into particular transactions on behalf of the Company.

**Article VI
AUTHORITY OF MEMBERS**

Pursuant to Sections 608.4235(2) and (3), FLA. STAT. (2007), no Member of the Company shall have any authority to bind the Company in any way, for any purpose, including without limitation, the conveyance of real estate on the Company's behalf, merely by virtue of being a Member. The Managers may, from time to time, authorize in writing an identified Member to take certain actions on behalf of the Company. Pursuant to Section 608.407(5), FLA. STAT. (2007), without the previously described written authorization, no third party may rely upon the authority of any Member to conduct the business and affairs of the Company or to enter into any transaction on behalf of the Company.

**Article VII
TERM OF EXISTENCE**

Pursuant to Section 608.409, FLA. STAT. (2007), the existence of the Company shall commence at the time of the filing of these Articles with the Florida Department of State, Division of Corporations, and shall continue thereafter until such time as the Company may be dissolved pursuant to the Operating Agreement and Section 608.441, FLA. STAT. (2007).

IN WITNESS WHEREOF, the undersigned Organizer, acting as the authorized representative of one of the Members pursuant to Sections 608.407(3) and 608.408(1)(a), FLA. STAT. (2007), has executed these Articles and has filed them with the Florida Department of State, Division of Corporations, to be effective this Twenty-Third day of March, 2007.

ORGANIZER:



Kurt A. Raulin

Articles of Organization
Miami River Land Investments, LLC

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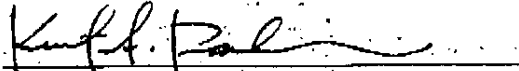
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REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

Having been named as the Company's initial registered agent pursuant to Article III of the Articles of Organization to accept service of process on behalf of the Company at the registered address identified therein and confirmed below, I hereby execute this certificate as evidence of my acceptance of the Company's appointment of me as its registered agent pursuant to Sections 608.407(1)(c) and 608.415, FLA. STAT. (2007). I agree to comply with the requirements of all provisions of the Florida Statutes relating to the proper and complete performance of my duties as registered agent, and I acknowledge that I am familiar with and hereby accept the obligations of my position as registered agent as provided in Chapter 608, FLA. STAT. (2007).

REGISTERED AGENT:


Kurt A. Raulin

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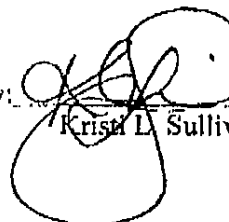
CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

- 1. The name of the limited liability company is **Emerson Oaks Apartments GP, LLC**
- 2. The name and address of the registered agent and office is:
B&C Corporate Services of Central Florida, Inc., a Florida corporation
390 North Orange Avenue, Suite 1400
Orlando, Florida 32801

Having been designated as the Registered Agent for Emerson Oaks Apartments GP, LLC, the undersigned hereby accepts the designation and agrees to act as the Registered Agent of said limited liability company, and states that it is familiar with and accepts its statutory obligations as such, including those obligations contained in Chapter 608, Florida Statutes.

B&C Corporate Services of Central Florida, Inc., a Florida corporation

By: 
Kristi L. Sullivan, Vice President

Dated this 23rd day of March, 2007.

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