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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Midtown MidBlock TC12-1120, LLC
(Name of Limited Liability Company)

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tripp Vitto

(Name of Person)

Saraga & Lipshy, P.A.

(Firm/Company)

201 N.E. First Avenue

(Address)

Delray Beach, Florida 33444

(City/State and Zip Code)

For further information concerning this matter, please call:

Robert Saraga

(Name of Person)

at (561) 330-0660

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$125.00 Filing Fee | <input checked="" type="checkbox"/> \$130.00 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed) | <input type="checkbox"/> \$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed) |
|--|--|---|---|

Mailing Address

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

7-11-07

**ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED
LIABILITY COMPANY**

OF

Midtown MidBlock TC12-1120, LLC

ARTICLE I - Name

The name of the Limited Liability Company is Midtown MidBlock TC12-1120, LLC, a Florida limited liability company (hereinafter the "**Company**").

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is:

5270 S. Boca Marina Circle
Boca Raton, Florida 33487

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be perpetual

ARTICLE IV - Management

The Limited Liability Company is to be managed by the members and the name and address of the managing member is:

Midtown MidBlock, LLC, a Florida limited liability company
5270 S. Boca Marina Circle
Boca Raton, Florida 33487

ARTICLE V - Admission of Additional Members

The right, if given, of the members to admit additional members and the terms and conditions of the admissions shall be governed by the operating agreement adopted by all members.

ARTICLE VI - Members' Rights to Continue Business

The right, if given, of the remaining members of the limited liability company to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company shall be governed by the operating agreement adopted by all members.

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ARTICLE VII - Limitation on Agency Authority of Members

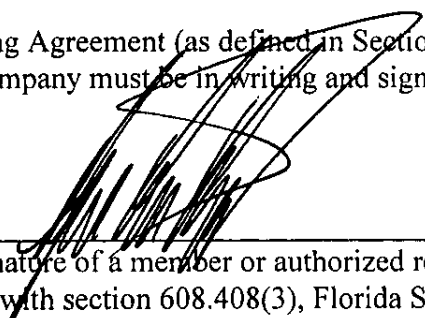
Pursuant to Section 608.424 of the Florida Limited Liability Company Act, (hereinafter the "**Act**") no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

ARTICLE VIII - Indemnification

The Company shall indemnify, and advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was a managing member of the Company or is or was serving at the request of the Company as a member, director or officer of another corporation or limited liability company. Unless otherwise expressly prohibited by the Act, and except as otherwise provided in the foregoing sentence, the members of the Company shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an employee or agent of the Company, or is or was serving at the request of the Company as an employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise. Except for any person who is or was a managing member of the Company, or any person who is or was serving at the request of the Company as a director or officer or member of another company, corporation, no employee or agent of the Company may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE IX - Operating Agreement

Any Operating Agreement (as defined in Section § 608.402(24) of the Act, relating to this Limited Liability Company must be in writing and signed by all of the Members.



Signature of a member or authorized representative of a member

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

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 or 608.507, FLORIDA
STATUTES, THE UNDERSIGNED COMPANY SUBMITS THE FOLLOWING
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN
THE STATE OF FLORIDA.

1. The name of the company is:

Midtown MidBlock TC12-1120, LLC

2. The name and address of the registered agent and office is:

SLPA, Inc.
201 N.E. First Avenue
Delray Beach, Florida 33444

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.

SLPA, Inc., a Florida corporation

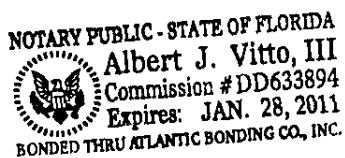
By: 
Brian Louis Lipshy, President

April 16, 2007
Date

STATE OF FLORIDA }
 }
COUNTY OF PALM BEACH } ss

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Brian Louis Lipshy, who is personally known to me (X) or who did furnish _____ for identification, and who acknowledged executing the foregoing Designation and Acceptance as Registered Agent, freely and voluntarily for the purposes therein stated.

WITNESS my hand and official seal in the County and State last aforesaid this 16 th day of April, 2007.





NOTARY PUBLIC

ALBERT J. VITTO III

Printed Name of Notary

(Seal)