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W07-45571  
JK

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** MidBlock Miami, 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 & Lipsky, P.A.  
(Firm/Company)

201 N.E. First Avenue  
(Address)

Delray Beach, Florida 33444  
(City/State and Zip Code)

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For further information concerning this matter, please call:

Robert Saraga at ( 561 ) 330-0660  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$125.00 Filing Fee
- \$130.00 Filing Fee & Certificate of Status
- \$155.00 Filing Fee & Certified Copy (additional copy is enclosed)
- \$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

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

**OF**

**MidBlock Miami, LLC**

**ARTICLE I - Name**

The name of the Limited Liability Company is MidBlock Miami, 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 Miami MBE (Delaware), LLC, a Delaware limited liability company  
c/o Corporation Service Company  
2711 Centerville Road  
Suite 400  
New Castle County  
Wilmington, Delaware 19808

**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

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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.

**ARTICLE VII - Limitation on Agency Authority of Members**

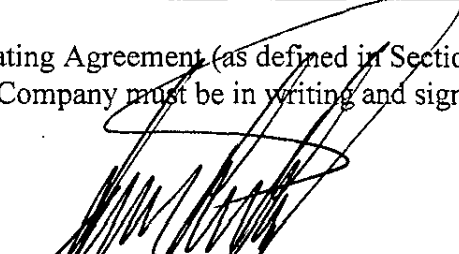
Pursuant to Section 608.424 of the Florida Limited Liability Company Act, (hereinafter the "**Act**") no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely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

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**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:

**MidBlock Miami, 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

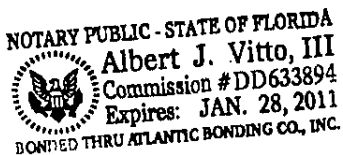
April 16, 2007  
Date


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 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

STATE OF FLORIDA                    }  
  }    ss  
COUNTY OF PALM BEACH            }

**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)