

MAY 14 2007 10:17 AM
Division of Corporations

ACKERMAN, LINK & SARTORY

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Florida Department of State
Division of Corporations
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Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : ACKERMAN, LINK & SARTORY, P.A.
Account Number : 110435002274
Phone : (561) 838-4100
Fax Number : (561) 838-5305

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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Cohen Hillsboro Associates, LLC

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**ARTICLES OF ORGANIZATION
OF
COHEN HILLSBORO ASSOCIATES, LLC**

**ARTICLE I
NAME**

The name of the limited liability company (the "Company") is **COHEN HILLSBORO ASSOCIATES, LLC.**

**ARTICLE II
DURATION**

The duration of the Company shall be perpetual.

**ARTICLE III
ADDRESS**

The mailing address and the street address of the principal office of the Company are:

4400 PGA Boulevard, Suite 305
Palm Beach Gardens, FL 33410

**ARTICLE IV
INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of the Company is:

Richard Baer
4400 PGA Boulevard, Suite 305
Palm Beach Gardens, FL 33410

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**ARTICLE V
MANAGEMENT**

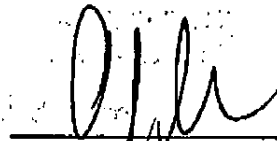
The management of the Company is reserved to the managing member. The name and address of the managing member is:

ANDREW J. COHEN
% Cohen & Co., Inc., Real Estate
9 East 40th Street, 10th Floor
New York, NY 10016

**ARTICLE VI
PURPOSE**

The purpose of the Company shall be to engage in any lawful commercial act or activity for which a limited liability company may be formed under the Florida Limited Liability Company Act.

Date: May 11, 2007



ANDREW J. COHEN, Managing Member

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

The following is submitted in accordance with the requirements of Chapter 48.091, Florida Statutes:

COHEN HILLSBORO ASSOCIATES, LLC, desiring to organize under the laws of the State of Florida with its registered office address, as indicated in the Articles of Organization, as 4400 PGA Boulevard, Suite 305, Palm Beach Gardens, FL 33410, has named Richard Baer as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as Registered Agent and to accept service of process for the above-stated Company at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091, F.S., relative to keeping open such office.

Date: May 11, 2007



RICHARD BAER

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Myra Gendel
Florida Bar Member 0378391
Ackerman, Link & Sartory, P.A.
222 Lakeview Avenue, Suite 1250
West Palm Beach, FL 33401-6143
(561) 838-4100

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