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STEARNS, WEAVER MILLER

01/003

Division of Corporations

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W07000076438

Florida Department of State  
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Account Number : I20060000135  
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**FLORIDA/FOREIGN LIMITED LIABILITY COMPANY**

**CDC MAGDALENE, LLC**

Certificate of Status	1
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**ARTICLES OF ORGANIZATION  
OF  
CDC MAGDALENE, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I  
NAME**

The name of the Limited Liability Company is CDC Magdalene, LLC (the "Company").

**ARTICLE II  
ADDRESS**

The mailing address and street address of the principal office of the Company is c/o Ciminelli Development Company, 350 Essjay Road, Suite 101, Williamsville, New York 14221.

**ARTICLE III  
DURATION**

The period of duration for the Company shall be perpetual.

**ARTICLE IV  
REGISTERED OFFICE AND AGENT AND ADDRESS**

The name and street address of the registered agent of the Company in the State of Florida are:

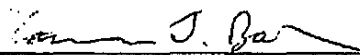
<u>Name</u>	<u>Address</u>
Lawrence J. Bailin	Stearns Weaver Miller Weissler Alhadeff & Sitterson, P.A. 401 E. Jackson Street, Suite 2200 Tampa, FL 33602

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ARTICLE V  
MANAGEMENT

The Company is to be managed by its members.


IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of  
Organization for the foregoing uses and purposes this 25<sup>th</sup> day of July, 2007.

  
Lawrence J. Bailin,  
Authorized Representative of Member

REGISTERED AGENT'S ACCEPTANCE

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated: July 25, 2007

  
Lawrence J. Bailin, Registered Agent

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