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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Carthage Properties, LLC

Certificate of Status	0
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**ARTICLES OF ORGANIZATION
OF
CARTHAGE PROPERTIES, LLC**

Pursuant to the provisions of Chapter 608, Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, the following are the Articles of Organization for CARTHAGE PROPERTIES, LLC (the "Company"):

**ARTICLE I
NAME**

The name of the limited liability company is CARTHAGE PROPERTIES, LLC (the "Company").

**ARTICLE II
MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS**

The mailing address and principal place of business of the Company is 2665 South Bayshore Drive, Suite 601, Coconut Grove, Florida 33133.

**ARTICLE III
INITIAL REGISTERED AGENT**

The name and address of the initial registered agent for the Company in Florida is Richard Dennis, 2665 South Bayshore Drive, Suite 601, Coconut Grove, Florida 33133.

**ARTICLE IV
MANAGEMENT**

The Company shall be manager-managed in accordance with the operating agreement of the Company adopted by the member(s) for the management of the business and affairs of the Company.

IN WITNESS WHEREOF, pursuant to Section 608.407, Florida Statutes, the undersigned authorized representative of a member of the Company, has executed these Articles of Organization this 12th day of December, 2007.



Richard C. Dennis

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

WITNESSETH:

That **CARTHAGE PROPERTIES, LLC**, desiring to organize under the laws of the State of Florida, has named Richard C. Dennis, whose offices are located at 2665 South Bayshore Drive, Suite 601, Coconut Grove, Florida 33133, as its agent to accept service of process within this state

ACKNOWLEDGMENT:

I Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 14 day of December, 2007.



Registered Agent

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