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Division of Corporations

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Florida Department of State
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Account Name : POINTE DEVELOPMENT COMPNAY
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Phone : (305) 865-1923
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

Tri-Pointe Capital Fund 1, LLC

Certificate of Status	0
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A. LUNT

MAY 23 2008

EXAMINER

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ARTICLES OF ORGANIZATION

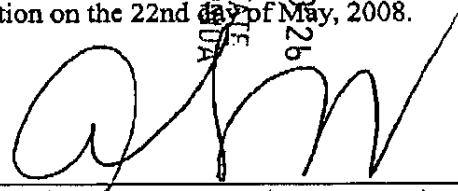
OF

**Tri-Pointe Capital Fund 1, LLC
A Florida Limited Liability Company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a Limited Liability Company under the laws of the State of Florida do set forth the following:

1. **Name.** The name of the limited liability company is: TRI-POINTE CAPITAL FUND 1, LLC (the "Company").
2. **Mailing and Street Address of Principal Office.** The mailing and street address for the Company is: 1111 Kane Concourse, Ste. 401F, Bay Harbor Islands, FL 33154.
3. **Registered Agent.** The name and address of the initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Organization, is: Alan Sakowitz, 1111 Kane Concourse, Ste. 401F, Bay Harbor Islands, FL 33154.

The undersigned has executed these Articles of Organization on the 22nd day of May, 2008.

By: 
Alan Sakowitz, Authorized Representative

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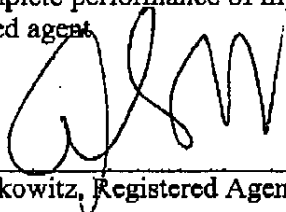
**CERTIFICATION OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the limited liability company is: TRI-POINTE CAPITAL FUND 1, LLC.
2. The name and address of the registered agent and office is:

Alan Sakowitz
1111 Kane Concourse, Ste. 401F
Bay Harbor Islands, FL 33154

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 its 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.



Alan Sakowitz, Registered Agent

(Date)

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