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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : EDWARDS, ANGELL, PALMER & DODGE, LLP
Account Number : 075410001517
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

CP Fair Oaks, LLC

Certificate of Status	0
Certified Copy	1
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ARTICLES OF ORGANIZATION

OF

CP FAIR OAKS, LLC

The undersigned subscriber to these Articles of Organization, a natural person competent to contract, hereby forms a limited liability company under the laws of the State of Florida.

ARTICLE I. NAME

The name of the limited liability company is CP FAIR OAKS, LLC.

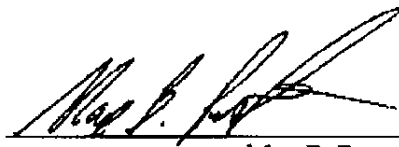
ARTICLE II. ADDRESS

The mailing and street address of the principal office of the limited liability company is 330 East 72nd Street, Unit 8, New York, NY 10021 Attention: Frank Cohen.

The name and address of the initial registered office of the limited liability company is Hary M. Cohen at 2611 Bayshore Blvd., Unit #1203, Tampa, Florida 33629.

ARTICLE III. TERM OF EXISTENCE

This limited liability company is to exist perpetually.



Max B. Pastor, Manager

Signature of a member or authorized representative of a member.

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document 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 LIMITED LIABILITY
COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF
FLORIDA.

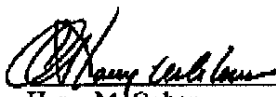
1. The name of the limited liability company is CP Fair Oaks, LLC.
2. The name and address of the registered agent and office is:

Harry M. Cohen
2611 Bayshore Blvd.
Unit #1203
Tampa, FL 33629

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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 agree 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.


Harry M. Cohen

March 23, 2008

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