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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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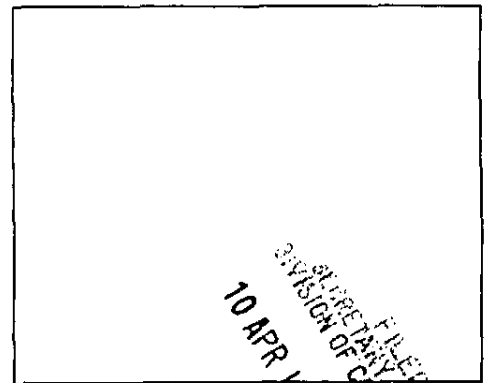
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APR 16 2010

EXAMINER

FLORIDA RESEARCH & FILING SERVICES, INC.
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TALLAHASSEE, FL 32301
PHONE (850)656-6446



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ENTITY NAME:

STRATEGIC REAL ESTATE FUND, LLC

CK# 4550 FOR \$160.00

PLEASE FILE THE ATTACHED ARTICLES & RETURN THE FOLLOWING:

XXX CERTIFIED COPY

___ STAMPED COPY

XXX CERTIFICATE OF STATUS

Examiner's Initials

**ARTICLES OF ORGANIZATION OF
STRATEGIC REAL ESTATE FUND III, LLC**

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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**ARTICLE I
NAME**

The name of this Limited Liability Company shall be STRATEGIC REAL ESTATE FUND III, LLC (the "Company").

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Company shall be c/o 1500 San Remo Avenue, Suite 125, Coral Gables, FL 33146, and such other place or places as the members from time to time may determine. The mailing address of the Company is c/o 1500 San Remo Avenue, Suite 125, Coral Gables, FL 33146.

**ARTICLE III
INITIAL REGISTERED OFFICE AND
REGISTERED AGENT**

The initial registered agent of the Company shall be Atrium Registered Agents, Inc. The address of the initial registered agent is 1500 San Remo Avenue, Suite 125, Coral Gables, Florida 33146.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager – managed company. The name and address of the manager who will serve as manager until the first annual meeting of members or until her successor is selected and qualified in accordance with the Operating Agreement or applicable law is:

Victoria A. Burstein
c/o 1500 San Remo Avenue,
Suite 125
Coral Gables, FL 33146


**ARTICLE V
PURPOSE OF THE COMPANY**

This limited liability company may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory, or nation.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed on the 15 day of April, 2010, effective upon filing same with the Florida Department of State.

STRATEGIC REAL ESTATE FUND III, LLC

BY:



Jose Nunez, Authorized Representative

**CERTIFICATE 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 DESIGNATING ITS REGISTERED OFFICE AND REGISTERED AGENT IN FLORIDA.

1. The name of the limited liability company is:

STRATEGIC REAL ESTATE FUND III, LLC

2. The name and address of the registered agent and office is:

Atrium Registered Agents, Inc.
1500 San Remo Avenue, Suite 125
Coral Gables, Florida 33146

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, REGISTERED AGENT HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. REGISTERED AGENT FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE DUTIES AND OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

ATRIUM REGISTERED AGENTS, INC.

By: 

Jose L. Nuñez, Vice President

Date: April 15, 2010