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Florida Department of State
Division of Corporations
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To: Division of Corporations
 Fax Number : (850) 617-6383

From: Account Name : C T CORPORATION SYSTEM
 Account Number : FCA000000023
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2011 FEB -4 AM 8:09
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

**FLORIDA LIMITED LIABILITY CO.
LAS OLAS MEZZANINE BORROWER, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$125.00

C. LEWIS
 FEB - 7 2011
 EXAMINER

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: LAS OLAS MEZZANINE BORROWER, LLC
Name of Limited Liability Company

The enclosed Articles of Organization and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Shaun S. Fleming

Name of Person

Buchanan Ingersoll & Rooney PC

Firm/Company

301 Grant Street, 20th Floor

Address

Pittsburgh, PA 15219

City/State and Zip Code

rebecca.trinkler@bipc.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Shaun Fleming

Name of Person

at (412) 562-1588

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

\$125.00 Filing Fee

\$130.00 Filing Fee &
Certificate of Status

\$155.00 Filing Fee &
Certified Copy
(additional copy is enclosed)

\$160.00 Filing Fee,
Certificate of Status &
Certified Copy
(additional copy is enclosed)

Mailing Address
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street/Courier Address
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name:

The name of the Limited Liability Company is:

Las Olas Mezzanine Borrower, LLC

(Must end with the words "Limited Liability Company," "L.L.C.," or "LLC.")

ARTICLE II - Address:

The mailing address and street address of the principal office of the Limited Liability Company is:

Principal Office Address:

Mailing Address:

c/o Jack Kessler
19950 W. Country Club Dr., Ste. 101
Aventura, FL 33180

c/o Jack Kessler
19950 W. Country Club Dr., Ste. 101
Aventura, FL 33180

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

Jack Kessler, Esq.

Name

19950 West Country Club Drive, Suite 101

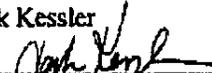
Florida street address (P.O. Box NOT acceptable)

Aventura FL 33180

City, State, and Zip

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 this 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 as provided for in Chapter 608, F.S.

Jack Kessler

By: 

Registered Agent's Signature (REQUIRED)

(CONTINUED)

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ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Title:

Name and Address:

"MGR" = Manager

"MGRM" = Managing Member

MGRM

Las Olas Group II, L.P.

19501 Biscayne Blvd., Suite 400

Aventura, FL 33180

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:



Signature of a member or an 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. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.)

JACK J. KESSLER

Typed or printed name of signer

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)