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To:

Division of Corporations

Fax Number : (850)617-6383

From:

Account Name : EMPIRE CORPORATE KIT COMPANY

Account Number: 072450003255 Phone : (305)634-3694 Fax Number : (305)633-9696

**Enter the email address for this business entity to be used for duty annual report mailings. Enter only one email address please.



FLORIDA LIMITED LIABILITY CO. brookman-fels at golden beach llc

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ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I Name

The name of the Limited Liability Company is:

BROOKMAN-FELS AT GOLDEN BEACH LLC

ARTICLE II Address

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

16375 NE 18th Avenue, Suite 225 North Miami Beach, FL 33162

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

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

Ira R. Shapiro 16375 NE 18th Avenue, Suite 225 North Miami Beach, FL 33162 HILED

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SLONG HARY OF STATE
ALLAHIASSEE, FLORIDA

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.

Ira R. Shapiro, Registered Agent

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ARTICLE IV Management H11000104103

The Limited Liability Company is to be managed by one or more managers and is, therefore, a manager - managed company. The names of the managers are as follows:

Jonathan E. Fels 16375 NE 18th Avenue, Suite 225 North Miami Beach, FL 33162

Michael Levy 16375 NE 18th Avenue, Suite 225 North Miami Beach, FL 33162

Jonathan E. Fels, Manager

Date:______, 2011

(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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