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COVER LETTER

	on Section f Corporations	•	
SUBJECT:	orthbrook Real Estate	Partners LLC	
	Name of Limited Lia		
The enclosed Articl	es of Organization and fee(s) are subm	itted for filing.	
Please return all con	respondence concerning this matter to	the following:	
	rian Sherwin, CPA		
		e of Person	2011 DEC SEORE TALLAH
Fox	Sherwin & Co., P.A.	Company	
		/Company	88. W. W. W
790	1-4th St. N. #180		
		address	
St.	Petersburg, FL 3370 Chystate Sherwin e tampabay, E-mail address: (to be used for fute		2 2 E
	City/State	e and Zip Code	
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	tion concerning this matter, please call:		
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	k for the following amount:		
\$125.00 Filing Fee	Certificate of Status	Certified Copy Ce additional copy is enclosed) Ce	60.00 Filing Fee, entificate of Status & entified Copy Iditional copy is enclosed)
	Mailing Address Registration Section	Street/Courier Address Registration Section	
	Division of Cornerations	Division of Cornerations	

Clifton Building

2661 Executive Center Circle Tallahassee, FL 32301

P.O. Box 6327

Tallahassee, FL 32314

ARTICLES OF ORGANIZATION

OF

NORTHBROOK REAL ESTATE PARTNERS, LLC

The undersigned, for the purpose of forming a limited liability company under the Flarida Limited Liability Company Act, Florida Statutes Chapter 608, hereby makes, acknowledges and the following Articles of Organization.

ARTICLE 1 - NAME

The name of the limited liability company shall be NORTHBROOK REAL ESTATE PARTNERS LLC ("Company").

ARTICLE 2 - ADDRESS

The principal place of business of the Company in Florida shall be 7901 4th Street North, Saint Petersburg, Florida 33702 and the mailing address shall be 360 Riversid4 Drive, #7-B, New York, New York 10025.

ARTICLE 3 – EFFECTIVE DATE

These Articles of Organization shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 4 – DURATION

Subject to the provisions of Article 8, the Company's existence shall terminate no later than 99 years from its date of commencement, unless the Company is earlier dissolved as provided in these Articles of Organization.

ARTICLE 5 - PURPOSES AND POWERS

The general purpose for which the Company is organized is to engage in the business of real property leasing and to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited company under the laws of the State of Florida.

ARTICLE 6 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Company is Fox, Sherwin & Company, P.A., at 7901 4th Street North Ste 100, Saint Petersburg, Florida 33702. The name and address of the registered agent of this Company is Fox, Sherwin & Company, P.A., 7901 4th Street North Ste. 100, Saint Petersburg, Florida 33702.

ARTICLE 7 – ADMISSION OF NEW MEMBERS

No additional member(s) shall be admitted to the Company except with the unanimous written consent of all the member(s) of the Company and upon such terms and conditions as shall be determined by all the member(s). A member may transfer his or her interest in the Company as set forth in the regulations of the Company, but the transferee shall have no right to participate in the management of the business and affairs of the Company or become a member unless all the other member(s) of the Company other than the member proposing to dispose of his or he interest approve of the proposed transfer by unanimous written consent.

ARTICLE 8 – TERMINATION OF EXISTENCE

The Company shall be dissolved upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or manager, or upon the occurrence of any other event that terminates the continued membership of a member in the Company, unless the business of the Company, unless the business of the Company is continued by the consent of all the remaining members, provided there are at least one remaining member.

ARTICLE 9 - MANAGEMENT

The Company shall be managed by a manager or manager(s) in accordance with regulations adopted by the member(s) for the management of the business and affairs of the Company. These regulations may contain any provisions for the regulation and management of the affairs of the Company not inconsistent with law or these Articles of Organization. The names of all such manager(s) who is/are to serve as manager(s) is/are:

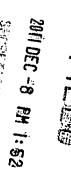
Operating Manager:

William A. Freydberg

Secretary:

William A. Freydberg

whose mailing address shall be the same as the principal office of the Company.



IN WITNESS WHEREOF, The undersigned an authorized representative of the members, has made and subscribed these Articles of Organization at Saint Petersburg, Florida, for the foregoing uses and purposes, this

W. Brian Sherwin, CPA, Authorized Representative of the Members

ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF ORGANIZATION

Fox, Sherwin & Company, P.A., having a business office identical with the registered office of the Company name above, and having been designated as the Registered Agent in the above and foregoing Articles of Organization, is familiar with and accepts the obligations of the position of Registered Agent under Section 608.4155, Florida Statutes and other applicable Florida Statutes.

Fox, Sherwin & Company, P.A.

W. Brian Sherwin, CPA

