

Florida Department of State
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FLORIDA LIMITED LIABILITY CO.
CRYPTICAL COVE, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$125.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION OF CRYPTICAL COVE, LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act, F.S. Chapter 605, hereby makes, acknowledges, and files the following Articles of Organization.

ARTICLE I

Name. The name of the limited liability company shall be **CRYPTICAL COVE, LLC** ("Company").

ARTICLE II

Business Purpose. The nature of the business and of the purposes to be conducted and promoted by the Company, is to engage solely in the following activities (the "Purposes"):

(a) The ownership of the real estate project consisting of multiple condominium units of the Cape Coral Cove Condominium, located at 1753-1775 Four Mile Parkway, Cape Coral, Lee County, Florida 33990 (the "**Property**"), pursuant to and in accordance with this Operating Agreement;

(b) To enter into and perform its obligations under a loan ("**Loan**") from Silverpeak Real Estate Finance LLC ("**Lender**") entered into pursuant to a Loan Agreement ("**Loan Agreement**") by and between the Company and Lender and related loan documents ("**Loan Documents**"). Capitalized terms not otherwise defined herein shall have the meanings set forth in the Loan Agreement; and

(c) To engage in such other lawful activities permitted to limited liability companies by the Act as are incidental, necessary or appropriate to the foregoing.

ARTICLE III

Address. The mailing address and street address of the principal office of the Company shall be 3 Daniel Court, Randolph, New Jersey 07869.

ARTICLE IV

Duration. The Company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in the operating agreement of the Company.

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ARTICLE V

Initial Registered Office and Agent. The street address of the initial registered office of the Company is 200 S. Orange Avenue, Suite 1000, Orlando, Florida 32801, and the name of the initial registered agent of the Company at that address is R & A AGENTS, INC.

ARTICLE VI

Management. The Company shall be managed by a manager or managers in accordance with an operating agreement adopted by the members for the management of the business and affairs of the Company. The operating agreement 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 name and address of the initial manager(s) of the Company is/are:

NAME

ADDRESS


MARTIN B. GELLER

3 Daniel Court
Randolph, New Jersey 07869

ERIC RICHELSON

10 New King Street, Suite 209
White Plains, New York 10604

IN WITNESS WHEREOF, the undersigned does set his hand and seal and has acknowledged and filed the foregoing Articles of Organization under the laws of the State of Florida this 8th day of January, 2016



Eric Richelson
Authorized Representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 605.0113, FLORIDA STATUTES, THE
UNDERSIGNED SUBMITS THE FOLLOWING STATEMENT ACCEPTING
APPOINTMENT AS REGISTERED AGENT IN THE STATE OF FLORIDA:

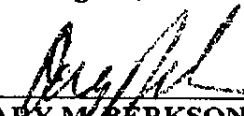
1. The name of the limited liability company is **CRYPTICAL COVE, LLC**.
2. As designated in the Articles of Organization filed with this certificate, the name and the Florida street address of the registered agent is:

R & A Agents, Inc.
200 South Orange Avenue, Suite 1000
Orlando, Florida 32801

3. The street address of the registered office and the street address of the business office of the registered agent are identical.

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.

R & A Agents, Inc.



GARY M. BERKSON
Authorized Representative

January 8, 2016

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