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**FLORIDA LIMITED LIABILITY CO.
POMPANO PALMS APARTMENTS, LLC**

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ARTICLES OF ORGANIZATION

OF

**POMPANO PALMS APARTMENTS, LLC
A FLORIDA LIMITED LIABILITY COMPANY**

The undersigned subscribes to these Articles of Organization hereby for a Limited Liability Company under the Laws of the State of Florida.

**ARTICLE ONE
NAME**

The name of this limited liability company is:

POMPANO PALMS APARTMENTS, LLC a Florida Limited Liability Company

**ARTICLE TWO
NATURE OF BUSINESS**

This limited liability company may engage in any activity permitted under the laws of the United States of America and the laws of the State of Florida.

**ARTICLE THREE
DURATION**

The limited liability company is to exist perpetually and it shall commence its existence as of the date of execution of these Articles of Organization, provided such date is within five days from the date of filing, otherwise, on the date of filing.

**ARTICLE FOUR
POWERS**

This limited liability company shall have all powers necessary or convenient to effect its purposes as enumerated in the Florida Revised Limited Liability Company Act, including but not limited to:

- a. Sue, be sued, and defend in its name.
- b. Purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property, wherever located.
- c. Sell, convey, mortgage, grant a security interest in, lease, exchange, and otherwise encumber or dispose of all or a part of its property, either real or personal.
- d. Purchase, receive, subscribe for, or otherwise acquire, own, hold, vote, use, sell, mortgage, lend, grant a security interest in, or otherwise dispose of and deal in and with, shares or other interests in or obligations of another entity.
- e. Make contracts or guarantees or incur liabilities; borrow money; issue notes, bonds, or other obligations, which may be convertible into or include the option to purchase other securities of the limited liability company; or make contracts of guaranty and surety ship which are necessary or

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Miami, Florida 33134

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convenient to the conduct, promotion, or attainment of the purposes, activities, and affairs of the limited liability company.

- f. Lend money, invest or reinvest its funds, and receive and hold real or personal property as security for repayment.
- g. Conduct its business, maintain bank accounts, locate offices, and exercise the powers granted by §605 Florida Statutes within or without this state.
- h. Select managers and appoint officers, directors, employees, and agents of the limited liability company; define their duties, fix their compensation, and lend them money and credit.
- i. Be a promoter, incorporator, shareholder, partner, member, associate, or manager of a corporation, partnership, joint venture, trust, or other entity.
- j. Make payments or donations or conduct any other act not inconsistent with applicable law which furthers the business of the limited liability company.
- k. Grant, hold, or exercise a power of attorney, including an irrevocable power of attorney.

ARTICLE FIVE MEMBER'S INTEREST & TRANSFER

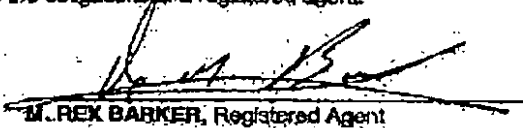
A member's interest shall be evidenced by a certificate of membership interest issued by the company. No transferee of an interest in the company may become a member hereof unless all the members, other than the member assigning the interest, consent to said assignment.

ARTICLE SIX PRINCIPAL OFFICE AND REGISTERED AGENT

The principal office and mailing address of this limited liability company shall be 3211 Ponce De Leon Blvd., Suite #301 Coral Gables, Florida 33134 and the name of the initial registered agent at that address is M. Rex Barker.

ARTICLE SEVEN ACCEPTANCE OF REGISTERED AGENT

The undersigned, M. REX BARKER, having been named as registered agent for this limited liability company, at the place designated in these articles of organization, hereby agrees to act in the capacity of registered agent, agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and certifies that it is familiar with the obligations of a registered agent.


M. REX BARKER, Registered Agent

ARTICLE EIGHT MANAGEMENT

The business and affairs of the Company shall be managed by one or more the Managers. The Manager(s) shall direct, manage and control the business of the Company including the power to sell or otherwise dispose of any or all of the Property of the Company. Except for situations in which the approval of the Members is expressly required by non-waivable provisions of applicable law, the Manager(s) shall have full and complete

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authority, power and discretion to manage and control the business affairs and properties of the Company, to make all decisions regarding those matters and to perform any and all other acts or activities customary or incident to the management of the Company's business. At any time when there is more than one Manager, the unanimous vote of all Managers shall constitute the act of the Managers.

The name and address of the initial manager is:

Name & Address:

M. REX BARKER

3211 PONCE DE LEON BLVD., SUITE 301
CORAL GABLES, FLORIDA 33134



Signature of a member or an authorized
representative of a member