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FLORIDA DIVISION OF CORPORATIONS

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TO: DIVISION OF CORPORATIONS
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FAX #:

FROM: BERMAN WOLFE & RENNERT, P.A.
076103002011

ACCT#:

CONTACT: CHRISTINA DE HOWARTZ

PHONE: (305) 577-4166

FAX #:

(305) 373-6036

NAME: COSCAN HOMES REALTY L.L.C.

AUDIT NUMBER.....H98000020463

DOC TYPE.....LIMITED LIABILITY COMPANY

CERT. OF STATUS..0

PAGES..... 6

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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham

Secretary of State

November 3, 1998

BERMAN WOLFE & RENNERT, P.A.
C/O SANDRA SABA
100 SE SECOND STREET, 35TH FLOOR
MIAMI, FL 33131

SUBJECT: COSCAN HOMES REALTY L.L.C.
REF: W98000024932

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TALLAHASSEE, FLORIDA

We have received your document for COSCAN HOMES REALTY L.L.C. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

The document must contain both the street address of the principal office and the mailing address of the limited liability company.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6913.

Diane Cushing
Corporate Specialist

FAX Aud. #: H98000020463
Letter Number: 998A00053669

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ARTICLES OF ORGANIZATION

OF

COSCAN HOMES REALTY L.L.C.

The undersigned organizer and sole initial member does hereby execute these Articles of Organization of Coscan Homes Realty L.L.C., a limited liability company, organized under and pursuant to the provisions of Chapter 608, Florida Statutes, 1997, as amended.

ARTICLE I - NAME

The name of the limited liability company is Coscan Homes Realty L.L.C.

ARTICLE II - EXISTENCE

This duration of this limited liability company is perpetual, unless terminated in accordance with law.

ARTICLE III - PURPOSE OF ORGANIZATION

The company is organized for express purpose of transacting any of all lawful business.

ARTICLE IV - PRINCIPAL PLACE OF BUSINESS, MAILING ADDRESS AND

REGISTERED AGENT

A. Principal Place of Business and Mailing address. The company's principal place of business and mailing address is Aventura Corporate Center, Suite 103, 20803 Biscayne Boulevard, Aventura, Florida 33180.

B. Registered Agent. The name and address of the Registered Agent of the company is:

Leon J. Wolfe, Esq.
c/o Berman Wolfe & Rennert, P.A.
3500 NationsBank Tower
100 S.E. Second Street
Miami, Florida 33131

This Document Prepared By:
Leon J. Wolfe, Esq. #327247
Berman Wolfe & Rennert, P.A.
100 S.E. Second Street, 35th Floor
Miami, FL 33134
(305) 577-4177 Phone
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ARTICLE V - TOTAL CONTRIBUTIONS BY MEMBER

A. Initial Contributions of Cash and/or Property by Member. Immediately following the filing of these Articles of Organization, the member shall contribute to the company cash in the amount of Ten Thousand Dollars (\$10,000).

B. No additional contributions required. Unless otherwise specified herein, the member shall not be required at any time to make any additional contributions of cash or property to the company.

ARTICLE VI - ADMISSION OF NEW MEMBERS

New members may be admitted pursuant to a vote of not less than seventy five percent (75%) of the total existing ownership interest in the company, which percentage shall be determined and measured by the percentage of ownership interest each member has in the company, as opposed to a simple majority of the members.

ARTICLE VII - INTERESTS OF MEMBERS

All interest of members in the company shall be considered personal property and not real property. Any interest of a member in the company shall be transferred only as provided in regulations to be adopted by the unanimous written agreement of all members, which agreement shall be kept and maintained with these Articles of Organization as part of the official records of the company.

ARTICLE VIII - CONTINUATION AFTER INVOLUNTARY TERMINATION

In the event of termination of the company due to death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or any other event which involuntarily terminates the company, i.e., without the consent of a majority of the ownership interests in the company, then and in that event the remaining and/or surviving members shall be fully entitled to continue the business

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of the company provided that not less than a majority of the ownership interest then remaining shall have agreed to do so in writing.

ARTICLE IX - MANAGEMENT OF THE COMPANY

The company shall be managed by one manager. The name and address of the initial manager is Brookfield Developers Florida Inc., Aventura Corporate Center, Suite 103, 20803 Biscayne Boulevard, Aventura, Florida, 33180. Brookfield Developers Florida Inc. is herewith designated as the Manager of the company until the first annual meeting of members or until its successor is elected and qualified.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal as an authorized representative of the sole member and organizer of this limited liability company this 26 day of October, 1998.

Brookfield Developers Florida Inc.
Organizer

By: [Signature]
Albert C. Piazza, President

STATE OF FLORIDA)
)SS
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Albert C. Piazza, as President of Brookfield Developers Florida Inc., organizer and sole member of, Coscan Homes Realty L.L.C., a Florida limited liability company in formation, who is known to me or who produced Personally known as identification, and acknowledged that he executed the foregoing Articles of Organization for the purposes therein expressed.

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IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Aventura, Miami-Dade, Florida this 26th day of October, 1998.

Janice Cox
Notary Public, State of Florida

My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above named limited liability company, at the place designated in the Articles of Organization, I hereby agree to act in this capacity, and we further agree to comply with the provisions of all statutes relative to the proper and complete performance of our duties.

Leon J. Wolff

DATED: November 1, 1998.

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The undersigned authorized representative of Brookfield Developers Florida Inc. the sole member of Coscan Homes Realty L.L.C., deposes and says:

1. Coscan Homes Realty L.L.C. has one member, Brookfield Developers Florida Inc.
2. The total amount of cash contributed by the member is Ten Thousand (\$10,000) Dollars.
3. No property other than cash has been contributed by the sole member.
4. The total amount of cash or property anticipated to be contributed by the sole member is \$0.00.

Brookfield Developers Florida Inc.

By: 
Albert C. Piazza, President

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STATE OF FLORIDA

SS.

COUNTY OF MIAMI-DADE

I HEREBY CERTIFY before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Albert C. Piazza, as President of Brookfield Developers Florida Inc., organizer and sole member of Coscan Homes Realty L.L.C., company in formation, who is known to me or who produced personally known as identification, and acknowledged that he executed the foregoing Articles of Organization for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal at Aventura, Miami-Dade County, Florida this 26th day of October, 1998.

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

Janice Cox
 Notary Public, State of Florida

My Commission Expires:



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