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Division of Corporations
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To: Division of Corporations
Fax Number : (850) 922-4003

From: Account Name : EMPIRE CORPORATE KIT COMPANY
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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LIMITED LIABILITY COMPANY

dewitt clark land company, ltd.

Name Availability	
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**FLORIDA DEPARTMENT OF STATE****Katherine Harris**
Secretary of State**February 9, 1999****YVETTE G. MURPHY, ESQ.**
3250 MARY STREET, STE 207
COCONUT GROVE, FL 33133**SUBJECT: DEWITT CLARK LAND COMPANY, LTD.**
REF: W99000003205

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name of the entity cannot include "COMPANY." This word/abbreviation is readily associated with or is commonly used to denote another type of entity. Please amend your document throughout accordingly.

The name of a Limited Liability Company must end with the words "limited company", "limited liability company" or their abbreviation "L.C." or "L.L.C."

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. #: H99000003146**
Letter Number: 399A00005641

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**ARTICLES OF ORGANIZATION FOR DeWITT CLARK LAND COMPANY,
A FLORIDA LIMITED LIABILITY COMPANY**

ARTICLE I -Name

The name of the Limited Liability Company is:

DeWITT CLARK LAND, LLC.

ARTICLE II -Address

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

1581Brickell Avenue, Ste. 1007
Miami, Florida 33129.

ARTICLE III -Duration

The period of duration for the Limited Liability company shall be:

until December 31, 2040.

ARTICLE IV -Management

The Limited Liability Company is to be managed by the members and the name(s) and address(es) of the managing member(s) is/are:

Jeff Gamo
1581 Brickell Avenue, Ste. 1007
Miami, Florida 33129

Yvette G. Murphy, Esq.
3250 Mary Street, Ste. 207
Coconut Grove, Florida 33133
Tel. (305) 442 1982
FBN 205176

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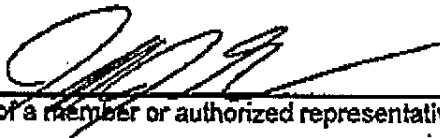
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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of The DeWitt Clark Land, LLC, deposes and says:

1. the above named limited liability company has two (2) members.
2. the total amount of cash contributed by the member(s) is \$500.
3. if any, the agreed value of property other than cash contributed by the member(s) is \$0.
4. the amount of cash anticipated to be contributed by the two (2) member(s) is \$1,000.
5. the total amounts of 2, 3 and 4 is \$1,500.

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STATE OF FLORIDA
TAMPA



Signature of a member or authorized representative of a member.

(In accordance with section 608.408(3), Florida Statutes, the execution of this affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

Yvette G. Murphy, Esq.
3250 Mary Street, Ste. 207
Coconut Grove, Florida 33133
Tel. (305) 442 1992
FBN 205176

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the limited liability company is:

DeWitt Clark Land, LLC

2. The name and address of the registered agent and office is:

JEFF GARNO

(NAME)


1581 Brickell Avenue, Ste. 1007

(P.O. BOX NOT ACCEPTABLE)

Miami, Florida 33129

(CITY/STATE/ZIP)

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.


(SIGNATURE)

2/9/99
(DATE)

Filing Fee: \$35 for Designation of Registered Agent

Yvette G. Murphy, Esq.
3250 Mary Street, Ste. 207
Coconut Grove, Florida 33133
Tel. (305) 442 1992
FBN 205176

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