

Division of Corporations

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From:

Account Name : ZUCKERMAN, SPAEDER, TAYLOR & EVANS
 Account Number : 075467000342
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LIMITED LIABILITY COMPANY
OCEANIA V DEVELOPERS, LLC

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Division of Corporations

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Estimated Charge	\$346.25

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(1941-1988)

*NOT ADMITTED
IN FLORIDA

February 11, 1999

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Oceania V Developers, LLC

Dear Sir or Madam:

In response to your letter of today's date (a copy of which is attached hereto), please be advised that the referenced Limited Liability Company is related to the Florida Corporation that was previously formed under the same name. Our office filed the corporate documents relating to both of these entities.

Accordingly, please provide us with written proof that Oceania V Developers, LLC has been duly formed as soon as possible.

If you should have any questions, please feel free to contact us.

Very truly yours,

Michael Steven Greene

MSG\wp

850)487-6013

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 11, 1999

MICHAEL STEVEN GREENE, ESQ.
ZUCKERMAN SPAEDER TAYLOR & EVANS LLP
MIAMI CENTER, SUITE 900
MIAMI, FL 33131

SUBJECT: OCEANIA V DEVELOPERS, LLC
REF: W99000003407

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.

We currently have a Florida Corporation by the exact name you are trying to file. We can't tell if its the same people. The only connection is Mr. Greene. Since the Manager of the LLC is not listed in the Articles of Incorporation and the addresses aren't the same, we will need a letter advising us if they are related. If they aren't related you will have to change the name of the LLC.

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. #: H99000003308
Letter Number: 599A00006071

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**ARTICLES OF ORGANIZATION
OF
OCEANIA V DEVELOPERS, LLC**

ARTICLE I - Name

The name of the Limited Liability Company is OCEANIA V DEVELOPERS, LLC.

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is 16420 Collins Avenue, Miami Beach, Florida.

ARTICLE III - Duration

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV - Management

The Limited Liability Company is to be managed by a manager whose name and address is:

Gerti Kleikamp, Manager
16420 Collins Avenue
Miami Beach, Florida 33160

ARTICLE V - Admission of Additional Members

The remaining members may admit additional members upon the written consent of all such remaining members.

ARTICLE VI - Members Rights to Continue Business

The remaining members may continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the limited liability company if the remaining members unanimously consent to such continuation.

Prepared By:
Michael Steven Greene, Esquire
Zuckerman Spaeder Taylor &
Evans, LLP
Miami Center - Suite 900
Miami, FL 33131
(305)358-5000
Florida Bar No.: 293441

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TAMPA, FLORIDA

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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:

OCEANIA V DEVELOPERS, LLC.

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

MICHAEL STEVEN GREENE
201 SOUTH BISCAYNE BOULEVARD
SUITE 900
MIAMI, FLORIDA 33131

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TALLAHASSEE, FLORIDA

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 company 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.

MICHAEL STEVEN GREENE

(Signature)

(Date)

February 10, 1999

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of OCEANIA V DEVELOPERS, LLC deposes and says:

- 1) the above named limited liability company has at least one member.
- 2) the total amount of cash contributed by the member(s) is: \$ 0.00
- 3) if any, the agreed value of property other than cash contributed by a member(s) is: \$3,000,000.00
A description of the property is attached and made a part hereto as Exhibit "A".
- 4) the amount of additional cash or property anticipated to be contributed by the member(s) is: \$ 0.00
- 5) the total amount of 2, 3, and 4 is: \$3,000,000.00

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MICHAEL STEVEN GREENE, By Power of Attorney
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.)

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EXHIBIT "A"

(PROPOSED)**LEGAL DESCRIPTION: (Condominium Real Property)**

COMMENCE at the intersection of centerlines of STATE RD. A-1-A (Collins Ave.) and SUNNY ISLES OCEAN BEACH BLVD. (State Rd. 828) both shown in F.D.O.T. (Florida Department of Transportation) Right-of-Way Map (Dade County), Section 87170-2517; thence S.08°32'10"W., along the centerline of said STATE RD. A-1-A, for a distance of 51.56 feet to a point of curvature of circular curve to the left, concave to the Southeast; thence continue along said centerline, along the arc of said curve, having a radius of 8594.42 feet and a central angle of 2°59'43", for an arc distance of 449.28 feet; thence S.87°48'12"W. for a distance of 691.45 feet; thence N.03°00'00"W. for 70.32 feet to the POINT of BEGINNING of the hereinafter described Condominium Real Property; thence S.87°00'00"W. for 12.08 feet; thence N.03°00'00"W. for 8.50 feet; thence S.87°00'00"W. for 141.32 feet; thence S.42°00'00"W. for 87.67 feet; thence S.03°00'00"E for 20.79 feet; thence S.87°00'00"W. for 18.18 feet; thence N.03°00'00"W. for 20.79 feet; thence N.48°00'00"W. for 49.19 feet; thence S.87°00'00"W. for 22.14 feet; thence S.42°00'00"W. for 39.66 feet; thence S.03°00'00"E for 26.90 feet; thence S.48°00'00"E for 12.42 feet; thence S.03°00'00"E for 17.40 feet; thence S.48°00'00"E for 86.28 feet; thence N.87°00'00"E for 33.16 feet; thence S.03°00'00"E for 18.66 feet; thence N.87°00'00"E for 21.22 feet; thence S.03°00'00"E for 24.32 feet; thence S.35°23'12"E for 18.30 feet; thence S.55°38'49"E for 36.88 feet; thence N.87°00'00"E for 158.74 feet; thence N.03°00'00"W. for 53.58 feet; thence S.87°00'00"W. for 0.41 feet; thence N.03°00'00"W. for 158.13 feet to the POINT of BEGINNING.

Said lands lying within the MEAN HIGH WATER LINE of "FAIRYLAND ISLAND", according to the Plat thereof, as recorded in Plat Book 39, Page 67 of the Public Records of Dade County, said lands situate, in fractional Section 14, Township 52 South, Range 42 East, lying in Dade County, Florida.