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NO.239 P.1/9

Page 1 of 2

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From: Account Name : BERMAN WOLFE & RENNERT, P.A.  
Account Number : 076103002011  
Phone : (305)577-4166  
Fax Number : (305)373-6036

LIMITED LIABILITY COMPANY

BROOKFIELD DEVELOPERS FLORIDA L.L.C.

Certificate of Status	1
Certified Copy	1
Page Count	1

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Division of Corporations

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**ARTICLES OF ORGANIZATION  
OF  
BROOKFIELD DEVELOPERS FLORIDA L.L.C.**

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TALLAHASSEE, FLORIDA

The undersigned organizer and sole initial member does hereby execute these Articles of Organization of Brookfield Developers Florida 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 Brookfield Developers Florida 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.

Prepared by and Return to:  
Leon J. Wolfe, FBN 327247  
BERMAN WOLFE & RENNERT, P.A.  
100 S.E. Second Street, Suite 3500  
Miami, Florida 33131-2130  
Ph: (305) 577-4178

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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

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 One Thousand Dollars (\$1,000.00).

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.

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which agreement shall be kept and maintained with theses 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 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 as of the 26<sup>th</sup> day of January, 1999.

Brookfield Developers Florida Inc.  
Organizer

By:   
Albert C. Piazza, President

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TALLAHASSEE, FLORIDA

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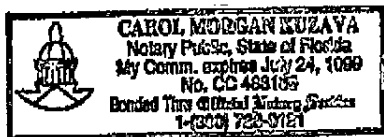
STATE OF FLORIDA                    )  
  )SS  
COUNTY OF MIAMI-DADE            )

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, Brookfield Developers Florida L.L.C., a Florida limited liability company in formation, who is known to me or who produced N/A 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, Florida as of the 16<sup>th</sup> day of January, 1999.

Carol Morgan Kuzava  
Notary Public, State of Florida

My Commission Expires:

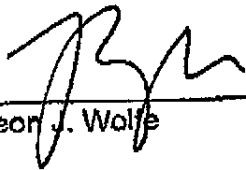


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ACCEPTANCE OF REGISTERED AGENT

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. Wolfe

DATED: January 26, 1999.

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**AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS**

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

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

1. Brookfield Developers Florida L.L.C. has one member, Brookfield Developers Florida Inc.
2. The total amount of cash contributed by the member is One Thousand (\$1,000.00) 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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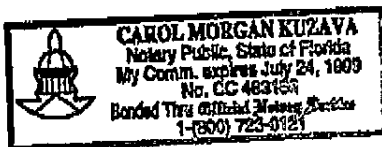
STATE OF FLORIDA       )  
                                  )SS  
COUNTY OF MIAMI-DADE   )

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 Brookfield Developers Florida L.L.C., company in formation, who is known to me or who produced N/A 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 as of the 26<sup>th</sup> day of January, 1999.

Carol Morgan Kuzava  
Notary Public, State of Florida

My Commission Expires:



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