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FLORIDA/FOREIGN LIMITED LIABILITY CO.

South Dixie Miami RE, LLC

Certificate of Status	0
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APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 608.503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN
LIMITED LIABILITY COMPANY TO TRANSACTIONS BUSINESS IN THE STATE OF FLORIDA:

1. South Dixie Miami RE, LLC
(Name of Foreign Limited Liability Company)
2. Delaware
(Jurisdiction under the law of which foreign limited liability company is organized)
3. _____
(FEI number, if applicable)
4. December 26, 2006
(Date of Organization)
5. Perpetual
(Duration: Year limited liability company will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida, if prior to registration.)
(See sections 608.501 & 608.502 F.S. to determine penalty liability)
7. 6600 Cowpen Road, Suite 200
Miami Lakes, FL 33014
(Street Address of Principal Office)
8. If limited liability company is a manager-managed company, check here ☐
9. The name and usual business addresses of the managing members or managers are as follows:
Robert M. Potamkin 6600 Cowpen Road, Ste. 200, Miami Lakes, FL 33014
Alan H. Potamkin 6600 Cowpen Road, Ste. 200, Miami Lakes, FL 33014
10. Attached is an original certificate of existence, no more than 90 days old, duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. (A photocopy is not acceptable. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.)
11. Nature of business or purposes to be conducted or promoted in Florida: _____
Ownership and Leasing of Real Estate

Signature of a member or an authorized representative of a member.

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

Howard N. Greenberg, Esq., Attorney-in-Fact
Howard N. Greenberg, Esq., Attorney-in-Fact
South Dixie Miami RE, LLC

**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 TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

South Dixie Miami RE, LLC

2. The name and the Florida street address of the registered agent and office are:

CT Corporation System

(Name)

1200 South Pine Island Road

Florida Street Address (P.O. Box NOT ACCEPTABLE)

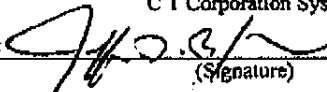
Plantation, Florida 33324

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 as provided for in Chapter 608, Florida Statutes.

CT Corporation System

By:


(Signature)

Jeffrey D. Butterfield
Assistant Secretary

\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)

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TALLAHASSEE FLORIDA

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SOUTH DIXIE MIAMI RE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.

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TALLAHASSEE FLORIDA

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Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5308401

DATE: 12-26-06

Delaware

PAGE 1

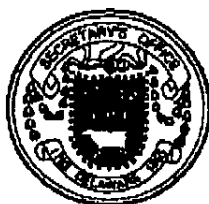
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "SOUTH DIXIE MIAMI RE, LLC", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF DECEMBER, A.D. 2006, AT 4:06 O'CLOCK P.M.

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TALLAHASSEE FLORIDA

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061186941



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State
AUTHENTICATION: 5310630

DATE: 12-27-06

LIMITED LIABILITY COMPANY

**CERTIFICATE OF FORMATION
SOUTH DIXIE MIAMI RE, LLC**

1. The name of the Limited Liability Company is South Dixie Miami RE, LLC.

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

3. The Company shall, to the fullest extent permitted or required under Delaware law, indemnify its officers, managers and members from and against any and all expenses, liabilities or other matters referred to in or covered by the Delaware Limited Liability Company Act (6 Del.C. §18-101 et. Seq.) and any successor statute, as extended from time to time, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any agreement, vote of the members or disinterested officers or otherwise, both as to action in an official capacity and as to action in any other capacity, while holding such office, and shall inure to the benefit of the heirs, executors and administrators of such person. Any repeal or modification of this Article Three shall not adversely affect any right or protection of an officer, manager or member of the Company existing immediately prior to such repeal or modification.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 26 day of December, 2006.


DAVID YURKO, Authorized Person

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State of Delaware
Secretary of State
Division of Corporations
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