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Division of Corporations

P. 1

Page 1 of 1

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Fax Number : (850) 205-0383

From:

Account Name : RAFFERTY, STOLZENBERG, GELLES, TENENHOLTZ & FLYNN, P.
Account Number : I20000000207
Phone : (305) 373-0330
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FLORIDA/FOREIGN LIMITED LIABILITY CO

BREAKWATER GA-ONE, LLC

Certificate of Status	0
Certified Copy	1
Page Count	02
Estimated Charge	\$155.00

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DIVISION OF CORPORATION

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H06000004389 3

**ARTICLES OF ORGANIZATION FOR FLORIDA
LIMITED LIABILITY COMPANY**

**ARTICLE I
NAME**

The name of the Limited Liability Company is:

Breakwater GA-One, LLC

**ARTICLE II
ADDRESS**

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

3125 N.W. 125th Street
Miami, Florida 33167

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

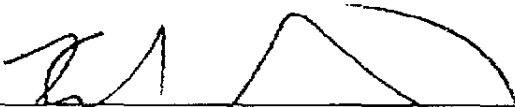
The name and street address of the registered agent is:

Keith H. Stolzenberg, Esq.
Rafferty, Stolzenberg, Gelles, Tenenholtz
& Flynn, P.A.
1401 Brickell Avenue, Suite 825
Miami, Florida 33131

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is to be managed by a manager or managers and is therefore, a manager-managed Company. The name and address of the initial Manager is as follows:

Breakwater Investments, LLC
3125 N.W. 125th Street
Miami, Florida 33167



Keith H. Stolzenberg, Esq., Authorized Representative

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
BREAKWATER GA-ONE, LLC**

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.

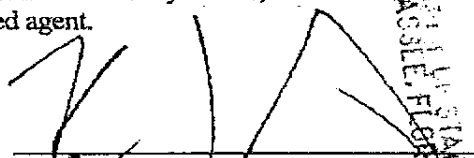
- 1. The name of the limited liability company is:

BREAKWATER GA-ONE, LLC

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

Keith H. Stolzenberg, Esq.
Rafferty, Stolzenberg, Gelles, Tenenholtz
& Flynn, P.A.
1401 Brickell Avenue, Suite 825
Miami, Florida 33131

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.



Keith H. Stolzenberg, Esq.

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TREASURER
MIAMI, FLORIDA

Date: January 5, 2006.

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