

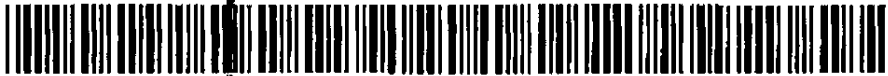
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To: Division of Corporations
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From: M. Ives
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Account Number : 076376001447
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

FT. MYERS RIVERFRONT LLC

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ARTICLES OF ORGANIZATION

OF

FT. MYERS RIVERFRONT LLC

The undersigned, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608.401, et seq., Florida Statutes, signs, acknowledges and delivers to the Secretary, Florida Department of State, these Articles of Organization.

ARTICLE I

Name

The name of the limited liability company (the "Company") is **Ft. Myers Riverfront LLC**.

ARTICLE II

Address

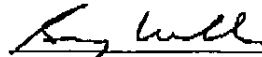
The mailing address and the street address of the principal office of the Company is 2745 First Street, Suite 305, Fort Myers, Florida 33916.

ARTICLE III

Registered Agent, Registered Office and Registered Agent's Signature

The name and the Florida street address of the Registered Agent are **Gary Walk, Esq., 515 N. Flagler Drive, #1800, West Palm Beach, Florida 33401**.

Having been named as registered agent and to accept service of process for the Company at the place designated in this Certificate, I 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, F.S.



Registered Agent's Signature
Gary Walk

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ARTICLE IV

Management

The Company is to be member managed. The sole member is:

HFAH Management Company LLC
86 Main Street, Second Floor
Yonkers, New York 10701-2738

IN WITNESS WHEREOF, the parties have entered into, executed and made these Articles of Organization as of this 2nd day of May, 2008.

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

Signature of member
HFAH Management Company LLC

By: *Daniel G. Hayes*
Daniel G. Hayes, Manager

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