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 Division of Corporations

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Florida Department of State  
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FLORIDA LIMITED LIABILITY CO.  
 Bay Harbor Partners GP, LLC

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**ARTICLES OF ORGANIZATION  
OF  
BAY HARBOR PARTNERS GP, LLC**

The undersigned does hereby subscribe to, acknowledge and file the following Articles of Organization for the purpose of creating a limited liability company under the laws of the State of Florida.

**ARTICLE I**

The name of this limited liability company shall be Bay Harbor Partners GP, LLC.

**ARTICLE II**

The mailing address and street address of the principal office of the limited liability company shall be 2828 Coral Way, Suite 303, Miami, Florida 33145, with the privilege of having its offices and branch offices at other places within or without the State of Florida.

**ARTICLE III**

The initial registered office of this limited liability company is 7777 Glades Road, Suite 300, Boca Raton, Florida 33434. The initial registered agent at that address is BCRA, LLC.

**ARTICLE IV**

This limited liability company shall commence its existence as of the filing hereof, and shall exist perpetually thereafter unless sooner dissolved.

**ARTICLE V**

This limited liability company shall be a manager-managed company. The initial managers are Victor Ballestas, Nelson Stabile and Paulo Melo, who shall serve until their successors are appointed or their earlier death, resignation or removal, all in accordance with the terms of this limited liability company's Operating Agreement in effect from time to time.

IN WITNESS WHEREOF, the undersigned authorized representative has executed these Articles of Organization as of the 19 day of December, 2012.

BCRA, LLC, a Florida limited liability company, as Authorized Representative

By:   
David J. Powers, Manager

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 608.415, Florida Statutes, the limited liability company referenced below submits the following statement in designating the registered office/registered agent, in the State of Florida.

FIRST -- The name of the limited liability company is Bay Harbor Partners GP, LLC.

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

BCRA, LLC  
7777 Glades Road, Suite 300  
Boca Raton, Florida 33434

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.

Dated as of the 19 day of December, 2012.

BCRA, LLC,  
a Florida limited liability company,  
as Registered Agent

By:   
\_\_\_\_\_  
David J. Powers, Manager

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