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ACCOUNT NO. : 072100000032

REFERENCE : 543249 7265188

AUTHORIZATION : Patricia Pujols

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ORDER DATE : August 16, 2005

ORDER TIME : 10:34 AM

ORDER NO. : 543249-005

CUSTOMER NO: 7265188

CUSTOMER: Michelle N. Ferreira, Esq.
Krinzman, Huss & Lubetsky

Suite 2915
1111 Brickell Avenue
Miami, FL 33131

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DOMESTIC FILING

NAME: MARSEILLES GARDEN, LLC

EFFECTIVE DATE:

_____ ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP
XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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# ARTICLES OF ORGANIZATION
# OF
# MARSEILLES GARDEN, LLC
# A LIMITED LIABILITY COMPANY

## ARTICLE I
## NAME

The name of this limited liability company is **MARSEILLES GARDEN, LLC**, referred to in these Articles of Organization as the **"Company."**

## ARTICLE II
## ADDRESS

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

c/o Richard N. Krinzman
Krinzman, Huss & Lubetsky
Mellon Financial Center, Suite 2915
1111 Brickell Avenue
Miami, Florida 33131

## ARTICLE III
## REGISTERED OFFICE AND AGENT

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

Richard N. Krinzman
Krinzman, Huss & Lubetsky
Mellon Financial Center, Suite 2915
1111 Brickell Avenue
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 obligation of my position as registered agent as provided for in Chapter 608, F.S.

Richard N. Krinzman

**ARTICLE IV**
**MANAGEMENT**

The Company is to be managed by one (1) manager who is also the sole member, and the sole Managing Member is:

**J. Mauricio Cuellar**
c/o Mellon Financial Center, Suite 2915
1111 Brickell Avenue
Miami, Florida 33131

The undersigned organizor, for the purpose of forming a limited liability company under the laws of the State of Florida, has executed these Articles of Organization on this 16th day of August, 2005.

**Richard N. Krinzman, Organizer**

(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 herein are true.)