

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L05000091220
FILED 8:00 AM
September 16, 2005
Sec. Of State
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Article I

The name of the Limited Liability Company is:

CARLTON HOTEL, LLC

Article II

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

1433 COLLINS AVENUE
MIAMI BEACH, FL. 33139

The mailing address of the Limited Liability Company is:

1433 COLLINS AVENUE
MIAMI BEACH, FL. 33139

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

SIMON NEMNI
5151 COLLINS AVENUE
PENTHOUSE H
MIAMI BEACH, FL. 33140

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.

Registered Agent Signature: SIMON NEMNI

Article V

The name and address of managing members/managers are:

Title: MGRM
BRIAN SCHEINBLUM
210 N COCONUT LANE
MIAMI BEACH, FL. 33139

Title: MGRM
SIMON NEMNI
5151 COLLINS AVENUE, PENTHOUSE H
MIAMI BEACH, FL. 33140

Title: MGRM
MICHAEL SABET
5660 COLLINS AVENUE # 18-A
MIAMI BEACH, FL. 33140

Article VI

The effective date for this Limited Liability Company shall be:

09/15/2005

Signature of member or an authorized representative of a member

Signature: BRIAN SCHEINBLUM

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