

Division of Corporations

Page 1 of 1

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Florida Department of State
Division of Corporations
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Division of Corporations

Fax Number : (850) 205-0383

From: **VERA TORRES**

Account Name : LOWNDES, DROSDICK, DOSTER, KANTOR & REED, P.A.

Account Number : 072720000036

Phone : (407) 843-4600

Fax Number : (407) 843-4444

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN**CARLTON HOTEL, LLC**

Certificate of Status	0
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Corporate Filing Menu

Help

H07000120700 3

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
CARLTON HOTEL, LLC**

The undersigned, pursuant to the provisions of Section 608.411 of the Florida Statutes, desires to amend and restate the Articles of Organization of Carlton Hotel, LLC, filed with the Florida Department of State on September 16, 2005, and hereby adopts the Amended and Restated Articles of Organization set forth below:

The following Amended and Restated Articles of Organization (the "Articles") were adopted and approved by the unanimous consent of the members of the Company.

ARTICLE I - NAME

The name of this limited liability company is CARLTON HOTEL, LLC (the "Company").

ARTICLE II - PRINCIPAL OFFICE

The mailing address and the street address of the principal office of the Company is 1433 Collins Avenue, Miami Beach, Florida 33139.

ARTICLE III - REGISTERED OFFICE AND AGENT

The street address of the registered office of the Company is 450 South Orange Avenue, Suite 250, Orlando, Florida 32801, and the name of the registered agent of the Company at that address is Mark D. Scheinblum.

ARTICLE IV - PURPOSE OF THE COMPANY

The nature of the business and of the purposes to be conducted and promoted by the Company, is to engage solely in the following activities: (a) to acquire that certain parcel of real property identified as the property located at 1433 Collins Avenue, Miami Beach, Florida 33139, and commonly known as "The Carlton Hotel" together with all improvements located thereon (the "Property"); (b) to own, hold, sell, assign, transfer, operate, lease, manage, mortgage, pledge and otherwise deal with the Property; and (c) to exercise all powers enumerated in the Florida Limited Liability Company Act (Chapter 608, Florida Statutes) as amended, incidental, necessary or appropriate to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

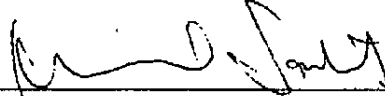
Notwithstanding anything contained herein to the contrary, the Company shall not engage in any business, and it shall have no purpose, unrelated to the Property and shall not acquire any real property or own assets other than those related to the Property and/or otherwise in furtherance of the purposes of the Company.

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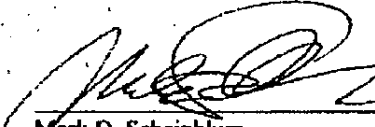
B07000120700 3

IN WITNESS WHEREOF, the undersigned have duly executed these Amended and Restated Articles of Organization on this 1st day of May, 2007.


Brian S. Scheinblum, Member
Michael Sabet, Member

ACCEPTANCE OF REGISTERED AGENT

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 as provided for in Chapter 608, Florida Statutes.


Mark D. Scheinblum

B07000120700 3