

Florida Department of State

Division of Corporations Electronic Filing Cover Sheet

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Division of Corporations

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From:

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FLORIDA LIMITED LIABILITY CO. ATHENEA LLC

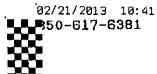
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January 30, 2013

FLORIDA DEPARTMENT OF STATE

Division of Corporations ARALLIA WILNE KALIL, PA.

SUBJECT: ATHENEA LLC REF: W13000005701

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Section 608.406, Florida Statutes, was amended effective July 1, 2007, to require the name of a limited liability company to be distinguishable from the names of all other filings filed with the Division of Corporations, except for fictitious name registrations and general partnership registrations.

Please select a new name and make the correction in all the appropriate places. One or more words may be added to make the name distinguishable from the one presently on file. Adding of Florida or Florida to the end of the name is not acceptable. A search for name availability can be made on the Internet through the Division s records at www.sunbiz.org.

Please note the name of a limited liability company must end with the words "Limited Liability Company," the abbreviation "L.L.C.", or the designation "LLC". The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." The following suffixes are no longer acceptable: "Limited Company", "L.C.", and "LC".

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Neysa Culligan Regulatory Specialist II FAX Aud. #: H13000022500 Letter Number: 613A00002260

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SECRETARY OF STATE TALLAHASSEE, FLORIDA H13000022500 3

ARTICLES OF ORGANIZATION

OF

ATHENEA PROPERTIES LLC

a Florida Limited Liability Company

THE UNDERSIGNED, an authorized representative for the purpose of organizing a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes hereby adopts the following Articles of Organization:

ARTICLE I

The name of the limited liability company (the "Company") shall be ATHENEA PROPERTIES LLC.

ARTICLE II

The purpose is to engage in all lawful activity.

ARTICLE III MANAGEMENT

The Company shall be a manager-managed company. The name and address of the manager is:

SOLE ADMIN, LLC One SE Third Ave., Ste. 2250 Miami, FL 33131

Arturo J. Aballi One S.E. Third Ave., Suite 2250 Miami, Florida 33131 Tel: (305) 373-6600 Florida Bar #166383

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ARTICLE IV PLACE OF BUSINESS IN THE STATE

The mailing address and street address of the principal office of the company in the State of Florida shall be:

One S.E. Third Avenue, Suite 2250 Miami, FL 33131

ARTICLE V INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The name and address of the initial registered agent and the initial registered office of the company is:

AMKE REGISTERED AGENTS, L.L.C. One S.E. Third Avenue Suite 2250 Miami, Florida 33131

AMKE Registered Agents, L.L.C.

ARTURO J. ABALLI

Manager

Arturo J. Aballi One S.E. Third Ave., Suite 2250 Miami, Florida 33131 Tel: (305) 373-6600 Florida Bar #166383

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CERTIFICATE OF REGISTERED AGENT

OF

ATHENEA PROPERTIES LLC

a Florida Limited Liability Company

Pursuant to Chapter 608 of the Florida Statutes, the following is submitted, in compliance with said Act:

That ATHENEA PROPERTIES LLC, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Organization at the City of Miami, County of Dade, State of Florida, has named AMKE REGISTERED AGENTS, L.L.C. of One Southeast Third Avenue, Suite 2250, Miami, Florida 33131, as its agent to accept service of process with this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, the undersigned hereby agrees to act in this capacity and agrees to comply with the provision of said Act relative to keeping open said office.

AMKE REGISTERED AGENTS, L.L.C.

Arturo J. Aballi Manager

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Arturo J. Aballi One S.E. Third Ave., Suite 2250 Miami, Florida 33131 Tel: (305) 373-6600 Florida Bar #166383

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