

DEC. -15,00 (FRI) 17:15

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P.001

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## Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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**To:**

Division of Corporations  
Fax Number : (850)922-4003

**From:**

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850)521-1000  
Fax Number : (850)521-1030

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## LIMITED LIABILITY COMPANY

ST. ROSE MIAMI, L.L.C.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$155.00

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Dec-15-00 01:57pm From:HUNTON AND WILLIAMS

T-984 P.03/05 P-330

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**ARTICLES OF ORGANIZATION  
OF  
ST. ROSE MIAMI, L.L.C.**

These Articles of Organization are made for the purpose of organizing a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608).

**ARTICLE I - NAME**

The name of the limited liability company is St. Rose Miami, L.L.C. (the "Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company is 6701 N.W. 7<sup>th</sup> Street, Suite 170, Miami, Florida 33126.

**ARTICLE III - DURATION**

The period of duration of the Company shall be perpetual.

**ARTICLE IV - PURPOSES**

The Company is organized for the purpose of transacting all lawful activities and businesses.

**ARTICLE V  
REGISTERED AGENT: REGISTERED ADDRESS**

The name of the initial registered agent of the Company is Corporation Services Company. The Florida street address of the initial registered agent of the Company is 1201 Hays Street, Tallahassee, Florida 32301-2525.

**ARTICLE VI  
MANAGEMENT**

The Company is to be managed by one or more managers and is, therefore, a manager-managed company.

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T-684 P.04/06 F-353

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ARTICLE VII  
ADMISSION OF ADDITIONAL MEMBERS

Additional members to the Company may be admitted, but only if all the current members agree to the admission of the additional members and to the terms of admission.

ARTICLE VIII  
MEMBERS RIGHTS TO CONTINUE BUSINESS

If a member of the Company dies, retires, resigns, is expelled, becomes bankrupt or dissolves, or upon the occurrence of any other event which terminates the continued membership of a member in the Company, the remaining member(s), if any, may, by unanimous written agreement, continue the business of the Company.

ARTICLE IX  
MISCELLANEOUS

A. Date of Existence of the Company. The existence of the Company shall commence on the date of filing these Articles of Organization with the Florida Department of State.

B. Transfer of Interest. No member shall have the right to transfer its interest in the Company without the unanimous written agreement of all other member(s), if any. If the non-transferring members do not approve the transfer, the transferee of the interest of the transferring member shall have no right to become a member or to participate in the management of the business and the affairs of the Company. The transferee shall be entitled to receive only the share of profits or other compensation by way of income, and the return of contributions to which the transferring member otherwise would be entitled by virtue of his or her membership.

[signatures appear on next page]

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IN WITNESS WHEREOF, the undersigned members of the Company have caused the execution of these Articles of Organization as of December 16, 2000.

COMPASS ROSE, INC. f/v/a  
AMARAFLORE INTERNATIONAL INC.

By: [Signature]

Name: ANDREW HARVEY

Title: CEO

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**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH:**

That St. Rose Miami, L.L.C., desiring to organize under the laws of the State of Florida, has named Corporation Services Company located at 1201 Hays Street, Tallahassee, Florida 32301-2525, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 15<sup>th</sup> day of December, 2000.

Registered Agent

**BRIAN COURTNEY, ASST. VP.**

Doc # 1131, v. 1

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