

Division of Corporations

Page 1 of 2

L020000/3801

Florida Department of State

Division of Corporations

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To:

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Fax Number : (850) 205-0383

From:

Account Name : MURAI, WALD, BIONDO, MORENO, P.A.
Account Number : 076150002103
Phone : (305) 358-5900
Fax Number : (305) 358-9490

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LIMITED LIABILITY COMPANY

Carey USA Properties, LLC

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**ARTICLES OF ORGANIZATION
FOR
CAREY USA PROPERTIES, LLC**

The undersigned, desiring to form a limited liability company under and pursuant to Chapter 608 of the Florida Statutes entitled the Florida Limited Liability Company Act, do hereby adopt the following Articles of Organization:

ARTICLE I

NAME

The name of this Limited Liability Company is **CAREY USA PROPERTIES, LLC** (the "Company").

ARTICLE II

PRINCIPAL OFFICE ADDRESS

The mailing address and street address of the principal office of the Company is 848 Brickell Avenue, Suite 1000, Miami, Fl 33131.

ARTICLE III

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Company in the State of Florida is 900 Ingraham Building, 25 Southeast Second Avenue, Miami, Fl 33131 and the name of the initial registered agent of the Company at that address is Murai Wald Biondo & Moreno, P.A.

THIS INSTRUMENT PREPARED BY:

Rene V. Murai
FL Bar #: 122154
Murai Wald Biondo & Moreno P.A.
25 Southeast Second Avenue, Suite 900
Miami, Florida 33131
(305) 358-5900

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ARTICLE IV

MANAGEMENT

The Limited Liability Company is to be managed by a manager or managers.

ARTICLE V

EFFECTIVE DATE

These Articles of Organization shall be effective upon filing.

IN WITNESS WHEREOF, the undersigned Member's authorized representative has executed these Articles of Organization on this 5th day of June 2002.

MEMBER'S AUTHORIZED REPRESENTATIVE:

Murai Wald Biondo & Moreno, P.A.

By: *Rene V. Murai*
Rene V. Murai, President

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE
FOR
CAREY USA PROPERTIES, LLC**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT IN THE STATE OF FLORIDA

CAREY USA PROPERTIES, LLC, with its principal office, as indicated in its Articles of Organization, at City of Miami, County of Dade, State of Florida, has named Murai Wald Biondo & Moreno, P.A., located at 900 Ingraham Building, 25 Southeast 2nd Avenue, Miami, Florida 33131, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated limited liability company, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provision of Florida Statutes relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 5th day of June, 2002.

MURAI, WALD, BIONDO & MORENO, P.A.

By: *[Signature]*
Name: RENE V. MURAI
Title: President

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