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**LIMITED LIABILITY COMPANY**

**Karlton Waverly Investors, LLC**

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**ARTICLES OF ORGANIZATION  
OF  
KARLTON WAVERLY INVESTORS, LLC  
a Florida limited liability company**

The undersigned, pursuant to the provisions of Chapter 608 of the Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida does set forth the following:

1. NAME. The name of the limited liability company is Karlton Waverly Investors, LLC (the "Company").
2. MAILING AND STREET ADDRESS OF PRINCIPAL OFFICE. The mailing and street address of the principal office of the Company is: 1800 Sunset Harbour Drive, Suite 2, Miami Beach, Florida 33139.
3. REGISTERED AGENT. The name and address of the initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles of Organization are: Karlton CC Investors, LLC, 1800 Sunset Harbour Drive, Suite 2, Miami Beach, Florida 33139.
4. MANAGEMENT. The Company is to be managed by its member.

The undersigned has executed these Articles of Organization on the 12 day of June, 2002.

KARLTON WAVERLY INVESTORS, LLC

By: 

Daniel P. Panton, Authorized Representative

*Frederic N. Karlton*

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**CERTIFICATION OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the limited liability company is: Karlton Waverly Investors, LLC.
2. The name and address of the registered agent and office are:

Karlton CC Investors, LLC  
1800 Sunset Harbour Drive, Suite 2  
Miami Beach, FL 33139

*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 its 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.*

KARLTON CC INVESTORS, LLC

By: 6-12-02  
(Date)

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