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Division of Corporations

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DIVISION OF CORPORATION

LIMITED LIABILITY COMPANY

TROPICAL GARDENS HOLDINGS II, LLC

Certificate of Status	0
Certified Copy	0
Page Count	02
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11-8-02  
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**ARTICLES OF ORGANIZATION FOR  
TROPICAL GARDENS HOLDINGS II, LLC**

I, the undersigned, for the purpose of forming a limited liability company for profit pursuant to the Florida Limited Liability Company Act, Chapter 608 of the Florida Statutes, do hereby make, subscribe, acknowledge and file the following Articles of Organization:

**ARTICLE 1.  
NAME**

The name of the Limited Liability Company is: **Tropical Gardens Holdings II, LLC.**

**ARTICLE 2.  
ADDRESS**

The mailing address and street address of the principal office of the Limited Liability Company is: **13 S.W. 7th Street, Miami, Florida 33130.**

**ARTICLE 3.  
REGISTERED AGENT, REGISTERED OFFICE,  
AND REGISTERED AGENT'S SIGNATURE**

The name and the Florida street address of the Registered Agent for service of process is:

Michael Lattner  
Michael Lattner & Associates, Inc.  
13 S.W. 7th Street  
Miami, Florida 33130

**ARTICLE 4.  
PURPOSE**

This limited liability company shall have the authority to engage in any activity or business permitted under the laws of the United States and of the law of the State of Florida, and the law of any other jurisdiction wherein it may conduct business. This limited liability company may conduct business within or without the State of Florida anywhere in the world that it may so select.

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**ARTICLE 5.  
VOTING**

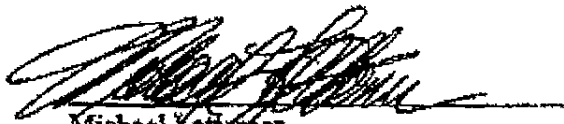
Votes of the members shall be in proportion to their contributions of capital to the limited liability company as adjusted from time to time, to properly reflect any additional contributions or withdrawals of capital by the members.

**ARTICLE 6.  
MANAGEMENT**

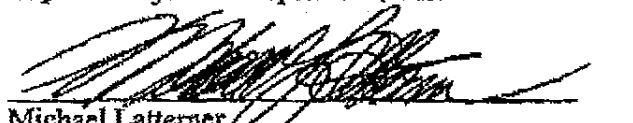
The Limited Liability Company is to be managed by the following two (2) managers and is, therefore, a manager-managed company.

Michael Latterner  
13 S.W. 7<sup>th</sup> Street  
Miami, Florida 33130

Wayne Rosen  
441 Valencia Avenue, Suite 703  
Coral Gables, Florida 33134

  
Michael Latterner,  
Authorized Representative

*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, F.S.*

  
Michael Latterner,  
as President of Michael Latterner & Associates, Inc.  
(Signature of Registered Agent)

*In accordance with §608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.*

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