

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)705-0383

From:

Account Name : HUNTON & WILLIAMS
Account Number : I20000000236
Phone : (305)810-2542
Fax Number : (305)810-2460

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DIVISION OF CORPORATIONS

LIMITED LIABILITY COMPANY

Island Portobellagio, LLC

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION
OF
ISLAND PORTOBELLAGIO, LLC**

ARTICLE I - NAME

The name of the limited liability company is ISLAND PORTOBELLAGIO, LLC (the "Company").

ARTICLE II - ADDRESS

The mailing address and street address of the principal office of the Company is 2816 Northwest 21st Court, Ft. Lauderdale, Florida 33305.

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 registered agent of the Company is Stuart Hoffman. The Florida street address of the registered agent of the Company is c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

**ARTICLE VI
MANAGEMENT**

The Company is to be manager managed.

**ARTICLE VII
ADMISSION OF ADDITIONAL MEMBERS**

Additional members to the Company may be admitted only in accordance with the terms and conditions of the Company's Operating Agreement.

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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.

IN WITNESS WHEREOF, the undersigned authorized representative of the members of Island Portobellagio, LLC has executed these Articles of Organization as of April 21, 2004.

By: 

Abigail C. Watts-FitzGerald
Authorized Representative

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

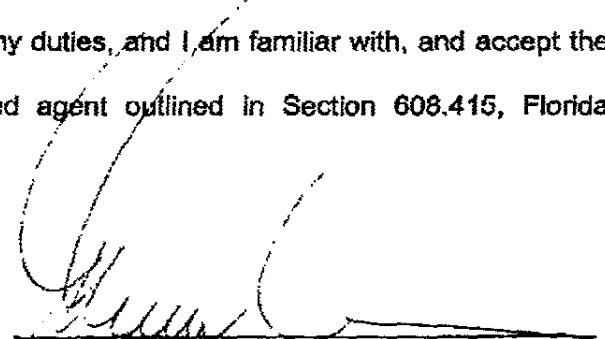
WITNESSETH:

That Island Portobellagio, LLC desiring to organize under the laws of the State of Florida, has named Stuart Hoffman, located at c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, 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 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 21st day of April, 2004.



Stuart Hoffman
Registered Agent