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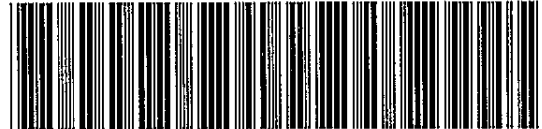
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TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 727458 7135588

AUTHORIZATION :

*Patricia Pizeto*

COST LIMIT : \$ 155.00

**FILED**  
04 JUN - 8 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : June 8, 2004

ORDER TIME : 9:28 AM

ORDER NO. : 727458-005

CUSTOMER NO: 7135588

CUSTOMER: Jonathan Feuerman, Esq.  
Therrel Baisden, P.a.

Suite 2400, Suntrust  
International Center One S.e.  
Miami, FL 33131

DOMESTIC FILING

NAME: HP SPRUCE AVENUE, LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF ORGANIZATION  
FOR  
HP SPRUCE AVENUE, LLC

FILED  
04 JUN - 8 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I  
Name

The name of the Limited Liability Company is HP SPRUCE AVENUE, LLC.

ARTICLE II  
Address

The mailing address and street address of the principal office of the Limited Liability Company is: c/o Bessemer Trust, 801 Brickell Avenue, Suite 2250, Miami, Florida, 33131.

ARTICLE III  
Duration

This period of duration for the Limited Liability Company shall be: PERPETUAL.

ARTICLE IV  
Purpose

This Limited Liability Company is organized for the purpose of transacting any or all lawful business for which limited liability companies may be organized under the Florida Limited Liability Company Act.

ARTICLE V  
Registered Agent

The street address of the initial registered office of the Limited Liability Company shall be Therrel Baisden, P.A., SunTrust International Center, One S.E. 3rd Avenue, Suite 2400, Miami, Florida 33131 and the name of the initial registered agent of the Limited Liability Company at that address is Jonathan Feuerman, Esq.

**ARTICLE VI**

**Management**

The Limited Liability Company is to be managed by a Manager.  
The name and the address of the manager is:

**MANAGING MEMBER**

**ADDRESS**

HUBERT G. PHIPPS


c/o Bessemer Trust  
801 Brickell Avenue  
Suite 2250  
Miami, Florida 33131

**ARTICLE VII**

**Effective Date**

Pursuant to Florida Statute Section 608.409, the Limited Liability Company's existence shall be effective as of June 7, 2004 which is within five (5) business days prior to the date these Articles of Organization are filed with the Department of State.

The undersigned authorized representative of a member of HP SPRUCE AVENUE, LLC, hereby executes these articles of organization on this 7 day of June, 2004.



Jonathan Feuerman, authorized  
representative

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the Limited Liability Company is **HP SPRUCE AVENUE, LLC.**
2. The name and the Florida street address of the registered agent and office are:

Jonathan Feuerman, Esquire  
Therrel Baisden, P.A.  
SunTrust International Center  
One S.E. 3rd Avenue, Suite 2400  
Miami, Florida 33131

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.

  
\_\_\_\_\_  
JONATHAN FEUERMAN