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Division of Corporations

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LIMITED LIABILITY COMPANY

8 HILTON HAVEN, LLC

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ARTICLES OF ORGANIZATION FOR 8 HILTON HAVEN, LLC, a Florida Limited Liability Company

The undersigned, for the purpose of forming a limited liability company under § 608 of the Florida Statues (the Florida Limited Liability Company Act), hereby adopts the following Articles of Organization:

- Name. The name of the Limited Liability Company is: 8 HILTON HAVEN, LLC.
- 2. Address. The principal and mailing address of the Limited Liability Company is: 2932 Staples Avenue, Key West, FL 33040.
- 3. Registered Agent and Office. The name and street address of the initial registered agent and office for the Limited Liability Company is as follows: Edward P. Guttenmacher, Esquire, 2600 Douglas Road, Penthouse 8, Coral Gables, Florida, 33134.
- 4. Management of Company. The Limited Liability Company is to be membermanaged. The name and address of the Member who is to manage is:

Name

Address

De Poo Limited Partnership

2932 Staples Ave Key West, FL 33040

5. Amendment of Articles of Organization. Any amendment to these Articles of Organization shall be on such form and contain such terms and provisions as shall be prescribed by the Department of State, shall be consistent with § 608 of the Florida Statutes, and shall be signed and sworn to by the Member of the Limited Liability Company. In the event a new Member is added by such amendment, it shall be also signed by the Member to be added.

Dated this 2 day of July, 2004.

Signature of a member or an authorized Representative of a member

Paul Julio dePoo Jr., as President of Mcleod Realty, Inc., General Partner of De Poo Limited Partnership

THIS INSTRUMENT PREPARED BY: Edward P. Guttenmacher, Esquire GUTTENMACHER & BOHÂTCH, P.A. 2600 Douglas Road, Penthouse 8 Coral Gables, Florida 33134

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent and to accept service of process for the above stated Limited Liability Company, 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.

EDWARD P. GUTTENMACHER

Registered Agent

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