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*Refaxed:
Attention:
Joey Bryan
- See Pg 2*

*Please date
as of 9/15/
Thank*

To:

Division of Corporations
Fax Number : (850) 205-0383

From:

Account Name : BILZIN, SUMBERG BAENA PRICE & AXELROD LLP.
Account Number : 075350000132
Phone : (305) 374-7580
Fax Number : (305) 350-2446

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DIVISION OF CORPORATIONS

2004 SEP 15 AM 8:33
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILLED

LIMITED LIABILITY COMPANY

BREF Biloxi, LLC

FAXED BY

DATE - 15-09 TIME 2:20 AM PM

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**ARTICLES OF ORGANIZATION
OF
BREF BILOXI, LLC**

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

1. The name of the limited liability company is BREF Biloxi, LLC.
2. The mailing address and the street address of the principal office of the limited liability company is:

1200 Brickell Avenue
Suite 1720
Miami, Florida 33131

3. The name and street address of the initial registered agent of the limited liability company are:

BCOM Investment Manager, LLLP
1200 Brickell Avenue
Suite 1720
Miami, Florida 33131

4. The limited liability company shall be manager-managed. The name and address of the manager of the limited liability company are:

BCOM Investment Manager, LLLP
1200 Brickell Avenue
Suite 1720
Miami, Florida 33131

Dated: as of September 14, 2004.

By: 
Michael Baumann, Authorized
Representative

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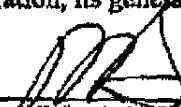
**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, BCOM Investment Manager, LLLP, a Florida limited liability limited partnership (the "BCOM"), which has been designated as registered agent for BREF Biloxi, LLC, a Florida limited liability company, in the foregoing Articles of Organization, hereby agrees that BCOM will accept service of process for and on behalf of BREF Biloxi, LLC, and that BCOM will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited liability company.

Dated: as of September 14, 2004.

BCOM INVESTMENT MANAGER,
LLLP, a Florida limited liability limited
partnership, Registered Agent

By: BCOM Manager GP, Inc., a Florida
corporation, its general partner

By: 
Name: Michael Baumann
Title: Managing Member

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