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**LIMITED LIABILITY COMPANY**

**M RESORTS PROPERTIES LLC**

Certificate of Status	0
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**ARTICLES OF ORGANIZATION  
OF  
M RESORTS PROPERTIES LLC**

**ARTICLE I**

**Name**

The name of this limited liability company is M RESORTS PROPERTIES LLC (hereinafter "the Company").

**ARTICLE II**

**Address**

The mailing address of the Company's principal office is 2665 South Bayshore Drive, Suite 703, Miami, Florida 33133.

**ARTICLE III**

**Duration**

The Company's existence shall commence upon the filing of these Articles of Organization with the Florida Department of State and said existence shall be perpetual.

**ARTICLE IV**

**Initial Registered Office and Agent**

The name and mailing address of the initial registered office and the initial registered agent of the Company is:

World Corporate Services, Inc.  
2665 South Bayshore Drive  
Suite 703  
Miami, Florida 33133

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**ARTICLE V**

**Purpose**

The Company shall be authorized to engage in and transact any and all lawful business within and without the State of Florida or United States for which Limited Liability Companies may be created under § 608.404, Fla. Stat., as amended and supplemented.

**ARTICLE VI**

**Organizer**

The name and street and mailing address of the person signing these Articles as Organizer is:

Alonso Sanchez  
2665 South Bayshore Drive  
Suite 703  
Miami, Florida 33133

**ARTICLE VII**

**Management**

The Company will be managed by no less than one (1) manager and is, therefore, a manager-managed company. The following individual shall be the initial manager:

Andrea Reyes

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

  
Alonso Sanchez, Authorized Representative

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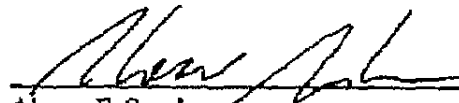
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**ORGANIZER**

IN WITNESS WHEREOF, I have made and subscribed these Articles of Organization this 11th day of May, 2005.

  
Alonso E. Sanchez

STATE OF FLORIDA     )  
                                  ) SS:  
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, personally appeared Alonso E. Sanchez, who is well known to me to be the person described in and who executed these Articles of Organization as Organizer, and acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me at the County and State last aforesaid this 11th day of May, 2005.

  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My Commission Expires:



Carmen E. Dominguez  
My Commission DD173365  
Expires December 22, 2006

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**ACCEPTANCE OF REGISTERED AGENT**

I HEREBY ACCEPT this appointment of, and designation as registered agent for service of process within the State of Florida of M RESORTS PROPERTIES LLC named in the Articles of Organization herein above set forth and I do hereby further state that I can be found as registered agent for service of process upon said proposed corporation at the address set forth in Article IV of such Articles.

IN WITNESS WHEREOF, as said registered agent, I have caused this statement to be signed on this 11th day of, 2005.

WORLD CORPORATE SERVICES, INC.

  
Elena Diaz, Director

TALLAHASSEE, FLORIDA

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