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**LIMITED LIABILITY COMPANY**

the residences at bay harbor, l.l.c.

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THIS DOCUMENT PREPARED BY:  
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MIAMI, FLORIDA 33131

**ARTICLES OF ORGANIZATION  
OF  
THE RESIDENCES AT BAY HARBOR, L.L.C.**

The undersigned do hereby make, subscribe, acknowledge and file the following articles for the purposes of becoming a Limited Liability Company under the laws of the State of Florida.

**ARTICLE I**

The name, principal office street address and mailing address of the Limited Liability Company shall be:

THE RESIDENCES AT BAY HARBOR, L.L.C.  
1150 Kane Concourse, Suite 2E  
Bay Harbor Island, FL 33154

**ARTICLE II**

The general nature of the business to be transacted by the Limited Liability Company shall be as follows:

To purchase, develop, construct, and sell real property in Florida and to perform all acts as may be necessary to accomplish the other purposes of the company.

To carry on such business at one or more locations in this State for other states and foreign countries; to enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm, association or corporation.

No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all powers now, or which may be conferred upon Limited Liability Companies under the laws of the State of Florida, are hereby included and prayed for.

In general, to carry on any other incidental business in connection with the foregoing and to have and exercise all the powers conferred by the laws of Florida upon companies of this character.

**ARTICLE III - MANAGERS OR MANAGING MEMBERS**

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The name and address of each Manager, Member, and/or Managing Member is as follows:

Title:	Name and Address:
Managing Member	Alain Marc Rene 1150 Kane Concourse, Suite 2E Bay Harbor Island, FL 33154
Member	Antonio M. Gonzalez 1150 Kane Concourse, Suite 2E Bay Harbor Island, FL 33154
Managing Member	Raquel Zeitun 1150 Kane Concourse, Suite 2E Bay Harbor Island, FL 33154
Member	Leverage and Solutions, L.L.C. 3155 E. Patrick Lane Suite 1 Las Vegas, Nevada 89120-3481

#### ARTICLE IV

The limited liability company will be managed by managers whose names and addresses are as follows:

Managing Member	Alain Marc Rene 1150 Kane Concourse, Suite 2E Bay Harbor Island, FL 33154
Managing Member	Raquel Zeitun 1150 Kane Concourse, Suite 2E Bay Harbor Island, FL 33154

#### ARTICLE V

This Limited Liability Company shall exist until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

#### ARTICLE VI

Members shall have the right to admit new members by unanimous consent. Contributions of the new members shall be determined at the time of admission to the Limited Liability Company.

A member's interest in the Limited Liability Company may not be sold or otherwise transferred except with unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member or the occurrence of any other event that terminates the continued membership in the Limited Liability Company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

#### ARTICLE VII - REGISTERED AGENT, REGISTERED OFFICE

The name and the Florida street address of the registered agent is:

Name: Alain Marc Rene

Address: 1150 Kane Concourse, Suite 2E, Bay Harbor Island, FL 33154

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Organization for the uses and purposes aforesaid.

THE RESIDENCES AT BAY HARBOR, L.L.C.

By: [Signature]  
Signature of a member or an authorized representative of a member

Printed Name: Alain Marc RENE

#### REGISTERED AGENT ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above state 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.

[Signature]  
Registered Agent's Signature

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