

**Electronic Articles of Organization  
For  
Florida Limited Liability Company**

L06000014041  
FILED 8:00 AM  
February 08, 2006  
Sec. Of State  
mthomas

**Article I**

The name of the Limited Liability Company is:  
THE FLORIDIAN HOTEL & RESIDENCES, LLC

**Article II**

The street address of the principal office of the Limited Liability Company is:  
1401 BRICKELL AVENUE  
SUITE 500  
MIAMI, FL. US 33131

The mailing address of the Limited Liability Company is:  
1401 BRICKELL AVENUE  
SUITE 500  
MIAMI, FL. US 33131

**Article III**

The purpose for which this Limited Liability Company is organized is:  
ANY AND ALL LAWFUL BUSINESS.

**Article IV**

The name and Florida street address of the registered agent is:  
MARCELL FELIPE  
1401 BRICKELL AVENUE  
SUITE 500  
MIAMI, FL. 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.

Registered Agent Signature: MARCELL FELIPE

### **Article V**

The name and address of managing members/managers are:

Title: MGR  
MIAMI CAPITAL PARTNERS, LLC  
1401 BRICKELL AVENUE, SUITE 500  
MIAMI, FL. 33131 US

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### **Article VI**

The effective date for this Limited Liability Company shall be:

02/08/2006

Signature of member or an authorized representative of a member

Signature: MARCELL FELIPE