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To:

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

From:

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05 FEB 11, P11

Account Name : EMPIRE CORPORATE KIT COMPANY Account Number : 072450003255 Phone ; (305)634-3694 Fax Number : (305)633-9696

FLORIDA/FOREIGN LIMITED LIABILITY CO. ruisich uf conzuration

portofino south beach II, llc

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ARTICLES OF ORGANIZATION OF PORTOFINO SOUTH BEACH II, LLC

The undersigned, being authorized to execute and file these Articles, hereby certifies that:

ARTICLE I NAME

SFEB 14 AM 9: 47 The name of this Limited Liability Company shall be Portofino South Beach II, LAC (the "Company").

<u>RTICLE II</u>

The period of duration of the Company shall be perpetual, and the Company shall be in existence until dissolved in a manner provided by law, or as provided in the Operating Agreement.

ARTICLE III FURPOSE

The Company is created for the purpose of transacting and engaging in any activity or business authorized under the Florida Statutes.

ARTICLE IV PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company shall be 1001 Brickell Bay Drive, Suite 3112, Miami, FL 33131, and such other place or places as the member from time to time may determine. The mailing address of the Company is 1001 Brickell Bay Drive, Suite 3112, Miami, FL 33131.

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered agent of the Company shall be SLC Corporate Services, Inc. The address of the initial registered agent is 1001 Brickell Bay Drive, Suite 3112, Miami, Florida 33131.

ARTICLE VI MANAGEMENT

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The Company will be managed by one or more of its members.

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IN WITNESS WHEREOF, the undersigned has caused these Articles of Organization to be executed on the 14th day of February, 2006, effective upon filing same with the Florida Department of State.

Portolino South Beach II, LLC

alf Weber Hal J. Webb

Authorized Representative

STATE OF FLORIDA

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COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 14th day of February, 2006, by Hai J. Webb, who did execute the foregoing Articles of Organization, who is personally known to me, and being first duly sworn, acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

Notary Public - State of Florida

Printed name of Notiry-Eublic MORADA MARARO My Commission E COMMENCAL # LOCALD EXPIRES: July 11, 3000 06 FEB 14 AM 9: 47 FILED

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 608, <u>Florida Statutes</u>, the following is submitted that Portofino South Beach II, LLC, desiring to organize or qualify under the taws of the State of Florida, has named SLC Corporate Services, Inc., whose address is 1001 Brickell Bay Drive, Suite 3112, Miami, Florida 33131, as its agent to accept service of process within Florida.

7.(eU

Hal J. Webb, Autiofized Agent

Dated: 14th day of February, 2006

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED LIMITED LIABILITY COMPANY, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT OF REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SLC Corporate Services, Inc.

By:

Hal J. Webb. cc-President

Dated: Februrary 14, 2006



