

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

L06000036605
FILED 8:00 AM
April 07, 2006
Sec. Of State
Irrivers

Article I

The name of the Limited Liability Company is:
GGP CAPITAL PARTNERS, LLC

Article II

The street address of the principal office of the Limited Liability Company is:
555 NE 15TH STREET
30K
MIAMI, FL. US 33132

The mailing address of the Limited Liability Company is:
555 NE 15TH STREET
30K
MIAMI, FL. US 33132

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:
CARLOS E GONCALVES
2630 SW 28TH STREET
8
MIAMI, FL. 33133

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: CARLOS EDUARDO GONCALVES

Article V

The name and address of managing members/managers are:

Title: PRES
VALERIA GAUFILLIER
555 NE 15TH STREET - SUITE 30K
MIAMI, FL. 33132 US

Title: VP
CARLOS E GONCALVES
555 NE 15TH STREET - SUITE 30K
MIAMI, FL. 33132 US

Title: SECR
CARLOS A DE PAULA
555 NE 15TH STREET - SUITE 30K
MIAMI, FL. 33132 US

Article VI

The effective date for this Limited Liability Company shall be:

04/03/2006

Signature of member or an authorized representative of a member

Signature: CARLOS EDUARDO GONCALVES

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