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From:

Account Name : STEEL HECTOR & DAVIS  
Account Number : 071541002004  
Phone : (305) 577-4726  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**HABS CAPITAL LLC**

Certificate of Status	0
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TALLAHASSEE, FLORIDA

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4/21/2006

**ARTICLES OF ORGANIZATION OF****HABS CAPITAL LLC**

These Articles of Organization of HABS CAPITAL LLC (the "Company"), have been duly executed and are being filed by the undersigned authorized representative of the members to form a Florida limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608) as follows:

**ARTICLE I  
NAME**

The name of the limited liability company formed hereby is HABS CAPITAL LLC.

**ARTICLE II  
ADDRESS**

The principal place of business address and mailing address of the Company is c/o John O. Pickett, Manager, 243 Tangier Avenue, Palm Beach, Florida 33480.

**ARTICLE III  
REGISTERED AGENT AND REGISTERED OFFICE**

The name and the Florida street address of the registered agent and registered office of the Company is Peninsula Registered Agents, Inc., 200 South Biscayne Boulevard, Suite 4000, Miami, Florida 33131.

**ARTICLE IV  
MANAGEMENT**

The Company is to be managed by its members and is, therefore, a member-managed company. The initial managing members are:

John O. Pickett, III (MGRM)  
243 Tangier Avenue  
Palm Beach, Florida 33480

Jeffrey E. Kelter (MGRM)  
767 Third Avenue, 32<sup>nd</sup> Floor  
New York, NY 10017

IN WITNESS WHEREOF, the undersigned executed these Articles of Organization on the 20<sup>th</sup> day of April, 2006.

By:

  
Scott M. Coffey  
Authorized Representative of the Member

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

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OF THE FLORIDA STATUTES,  
THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING  
STATEMENT TO DESIGNATE A REGISTERED AGENT AND REGISTERED OFFICE IN  
THE STATE OF FLORIDA.

The name of the limited liability company is HABS CAPITAL LLC

The name and street address of the Florida registered agent and office are:

Peninsula Registered Agents, Inc.  
200 South Biscayne Boulevard, Suite 4000  
Miami, Florida 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 the 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  
in Chapter 608, F.S.*

Peninsula Registered Agents, Inc.

By:   
Nidia Mendez-Hernandez, Asst. Secretary

Date: April 20, 2006

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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