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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEPARTMENT OF STATE
ACCOUNT FILING COVER SHEET

Account Number FCA000000017

Reference:
(Sub Account)

Date:

5/26/06

Requestor Name: Carlton Fields

Address: Post Office Drawer 190
Tallahassee, Florida 32302

Telephone: (850) 224-1585

Contact Name: Kim Pullen, CLA (ext. 5261)

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

Corporation Name:

VICEROY F303, LLC

Entity Number:

Authorization:

Kim Pullen

☒

Articles
Certified Copy

____ Certificate of Status

____ New Filings

____ Plain Stamped Copy

____ Annual Report

____ Fictitious Name

____ Amendments

____ Registration

(X) Call When Ready

(X) Call if Problem

() After 4:30

(X) Walk In

() Will Wait

(X) Pick Up

CF Internal Use Only

Client: 51563

Matter: 28669

Name: Diana Abel

Office: N/A

ARTICLES OF ORGANIZATION
OF
VICEROY F303, LLC

FILED
2006 MAY 26 AM 10:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby forms and organizes a limited liability company pursuant to Section 608.407 of the Florida Limited Liability Company Act (the "Act") and adopts the following Articles of Organization of VICEROY F303, LLC (the "Company"):

ARTICLE ONE

NAME

The name of the limited liability company is: VICEROY F303, LLC

ARTICLE TWO

ADDRESS

The street address and the mailing address of the Company is: 9060 SW 67th Avenue, Pinecrest, Miami, FL 33156-1710.

ARTICLE THREE

INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Company is: CFRA, LLC, Corporate Center Three at International Plaza, 4221 W. Boy Scout Boulevard, 10th Floor, Tampa, Florida 33607-5736.

ARTICLE FOUR

MANAGEMENT

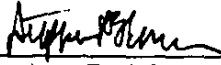
The Company will be a manager-managed company.

ARTICLE FIVE
INDEMNIFICATION

To the fullest extent permitted by law, the Company shall indemnify any person who was or is a party to any proceeding by reason of the fact that he/she/it is or was a manager or a managing member of the Company or is or was serving at the request of the Company as a manager, managing member, officer, employee or agent of another limited liability company, corporation, partnership, joint venture, trust or other enterprise against liability incurred in connection with such proceeding, including the appeal thereof, if he/she/it acted in good faith and in a manner he/she/it reasonably believed to be in, or not opposed to, the best interests of the Company and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her/its conduct was unlawful. The Company shall reimburse each person for all costs and expenses, including attorneys' fees, reasonably incurred by him/her/it in connection with any such liability in the manner provided for by law or in accordance with the regulations of the Company.

The rights accruing to any person under the foregoing provision shall not exclude any other right to which he/she/it may be lawfully entitled, nor shall anything therein contain or restrict the right of the Company to indemnify or reimburse such person in any proper case even though not specifically provided for herein.

IN WITNESS WHEREOF, these Articles of Organization have been executed by an authorized representative of a member of the Company as of the 26th day of May, 2006.



Stephen P. Johnson, Authorized
Representative

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been designated as registered agent for Viceroy F303, LLC, a Florida limited liability company, in the foregoing Articles of Organization, I, Stephen P. Johnson, on behalf of CFRA, LLC, a Florida limited liability company, hereby agree to accept service of process for Viceroy F303, LLC, and to comply with all statutes relative to the complete and proper performance of the duties of a registered agent. I am familiar with and accept the obligations of said position.

CFRA, LLC

By: Stephen P. Johnson
Stephen P. Johnson
Authorized Representative