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(((H06000260560 3)))



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AMENDED AND RESTATED ARTICLES OF ORGANIZATION OF BATH CLUB UNIT 1904, LLC

The undersigned, being authorized to execute and file these Amended and Restated Articles of Organization pursuant to Section 608.411, Florida Statutes, hereby certifies that:

FIRST:

The company was originally formed under the laws of the State of Florida on

August 2, 2006 under the name Bath Club Unit 1904, LLC.

SECOND:

That the Articles of Organization of the company shall be amended and restated

to read in full as follows:

ARTICLE I - Name

The name of the Limited Liability Company is: BATH CLUB UNIT 1904, LLC.

ARTICLE II - Address

The mailing address and street address of the principal office of the Limited Liability Company is:

550 Biltmore Way, #970 Coral Gables, Florida 33134

ARTICLE III - Registered Agent/Office

The name and Florida street address of the registered agent is:

Registered Agents of Florida, LLC 100 S.E. Second Street, Suite 2900 Miami, Florida 33131 06 OCT 31 AM 9: 40 SECRETAIN OF STATE TALLAHASSEE, FLORIDA

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

REGISTERED AGENTS OF FLORIDA, LLC

Howard J. Vogel, Vice President

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ARTICLE IV - Managing Members

Name and Address of the sole managing member of the company is:

Name

Address

Bath Club Capital Parmers, LLC, a Florida limited liability company

550 Biltmore Way, #970 Coral Gables, Florida 33134

The undersigned sole member has executed these Articles of Organization this 30 day of October, 2006.

Bath Club Capital Partners, LLC

Donahue R. Pecbies, Authorized Representative

(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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