

L06000102457

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

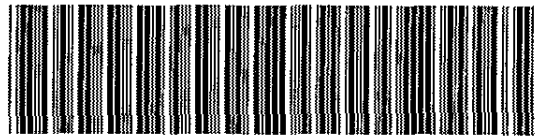
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06 OCT 20 PM 1:00
OFFICE OF THE SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 541046 7159174

AUTHORIZATION

[Signature]

COST LIMIT : \$ 130.00

FILED
06 OCT 20 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : October 20, 2006

ORDER TIME : 10:40 AM

ORDER NO. : 541046-020

CUSTOMER NO: 7159174

DOMESTIC FILING

NAME: ACP ORANGE AVENUE MANAGER LLC
LLC

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Denise Mick - EXT. 2950

EXAMINER'S INITIALS: _____

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06 OCT 20 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF ORGANIZATION FOR FLORIDA LIMITED LIABILITY COMPANY

ARTICLE I - Name:

The name of the Limited Liability Company is:

ACP Orange Avenue Manager LLC

(Must end with the words "Limited Liability Company," "Limited Company" or their abbreviation "LLC," or "L.C.")

ARTICLE II - Address:

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

Principal Office Address:

c/o Americas Capital Partners, L.L.C.

444 Brickell Avenue, Suite 10001

Miami, Florida 33131

Mailing Address:

c/o Americas Capital Partners, L.L.C.

444 Brickell Avenue, Suite 10001

Miami, Florida 33131

ARTICLE III - Registered Agent, Registered Office, & Registered Agent's Signature:

(The Limited Liability Company cannot serve as its own Registered Agent. You must designate an individual or another business entity with an active Florida registration.)

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

Corporation Service Company

Name

1201 Hays Street

Florida street address (P.O. Box NOT acceptable)

Tallahassee

FL 32301

City, State, and Zip

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 as provided for in Chapter 608, F.S..

Corporation Service Company

By: Denise Mick

Registered Agent's Signature (REQUIRED)

**Denise Mick
as its agent**

(CONTINUED)

Page 1 of 2

ARTICLE IV- Manager(s) or Managing Member(s):

The name and address of each Manager or Managing Member is as follows:

Title:

"MGR" = Manager

"MGRM" = Managing Member

Name and Address:

MGR

Allen C. de Olazarra

c/o Americas Capital Partners, L.L.C.

444 Brickell Avenue, Suite 10001, Miami, FL 33131

MGR

Rodolfo Prio Touzet

c/o Americas Capital Partners, L.L.C.

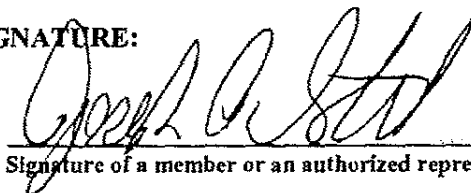
444 Brickell Avenue, Suite 10001, Miami, FL 33131

(Use attachment if necessary)

ARTICLE V: Effective date, if other than the date of filing: upon filing (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five business days prior to or 90 days after the date of filing.)

REQUIRED SIGNATURE:



Signature of a member or an authorized representative of a 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.)

By: /s/Joseph A. Strull

Typed or printed name of signee

Filing Fees:

\$125.00 Filing Fee for Articles of Organization and Designation
of Registered Agent

\$ 30.00 Certified Copy (Optional)

\$ 5.00 Certificate of Status (Optional)