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To: Division of Corporations
Fax Number : (850)205-0383

From:
Account Name : FAS-T CORP. AGENTS, INC.
Account Number : 071001002335
Phone : (305)599-0839
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FLORIDA/FOREIGN LIMITED LIABILITY CO.

ESMERALDA INN, LLC

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ARTICLES OF ORGANIZATION OF

ESMERALDA INN, LLC

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, does hereby establish the following:

1. **Name:** The name of the limited liability company is: Esmeralda Inn, LLC
2. **Duration:** The period of duration of the limited liability company is perpetual unless sooner dissolved as provided by statute.
3. **Purpose:** This limited liability company is organized for the purpose of engaging in any lawful business in which a limited liability company may engage under Florida law.
4. **Principal Place of Business and Mailing Address:** The address of its principal place of business, as well as the mailing address for this limited liability company is:

10631 North Kendall Drive, Second Floor, Miami, Florida 33176.
5. **Registered Agent and Office:** The name and address of its initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles, is:

Enrique Ferrer, 10631 North Kendall Drive, Second Floor, Miami, Florida 33176.
6. **Initial Managing Members:** The names of the initial members of the limited liability company and their addresses are as follows:

The Prime Group, LLC
10631 North Kendall Drive
Second Floor
Miami, Florida 33176
7. **Admission of Additional Members:** Additional Members will be admitted only pursuant to the terms of the Operating Agreement to be entered into by the Members of the Company, or upon such other terms as are unanimously agreed to by all Members entitled to a dividend upon dissolution or liquidation.
8. **Management:** The business of the Company shall be reserved to and conducted under the exclusive management of the Managing Members according to the provisions of an Operating Agreement to be entered into between the members.

DATED: This 28th Day of November, 2006.

THE PRIME GROUP, LLC,
a Florida Limited Liability Company

By: Jacob Group, LLC a Florida Limited Liability Company, Managing Member

By: Enrique Ferrer
Enrique Ferrer, Managing Member

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(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.)

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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

1. The name of the limited liability company is: Emeralda Inn, LLC
2. The name and the Florida street address of the registered agent is:

**Enrique Ferrer
10631 North Kendall Drive
Second Floor
Miami, Florida 33176**

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated to 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.


Enrique Ferrer, Registered Agent

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