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TALLAHASSEE, FLORIDA

LLC AMND/RESTATE/CORRECT OR M/MG RESIGN

BREAKERS COHEN, LLC

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
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AMENDED AND RESTATED

ARTICLES OF ORGANIZATION

OF

BREAKERS COHEN, LLC

These Amended and Restated Articles of Organization of Breakers Cohen, LLC (the "Company") are being executed and filed pursuant to Florida Statute 608.411 as an amendment and restatement in its entirety of the Articles of Organization for the Company, which were originally filed with the Florida Department of State on January 8, 2007 (the "Original Articles"). These Amended and Restated Articles of Organization of the Company shall amend in the entirety, supercede, replace and supplant all of the provisions contained in the Original Articles.

ARTICLE I. NAME

The name of the limited liability company is Breakers Cohen, LLC.

ARTICLE II. ADDRESS

The mailing address of the principal office of the limited liability company is 750 Lexington Avenue, 28th Floor, New York, NY 10022-1200 and the street address of the principal office of the limited liability company is the same.

The street address of the initial registered office of the limited liability company is in care of Edwards Angell Palmer & Dodge LLP, One North Clematis Street, Suite 400, West Palm Beach, Florida 33401, and the name of the initial registered agent of the limited liability company at that address is Angell Corporate Services, Inc.

ARTICLE III. TERM OF EXISTENCE

This limited liability company is to exist perpetually.

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ARTICLE IV. MANAGER

The name and address of the Manager is as follows:

Charles S. Cohen
750 Lexington Avenue, 28th Floor
New York, NY 10022-1200



Charles S. Cohen, Manager

Signature of a member or 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.)

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CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507,
FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY
COMPANY SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF
FLORIDA.

1. The name of the limited liability company is Breakers Cohen, LLC.
2. The name and address of the registered agent and office is:

Angell Corporate Services, Inc.
c/o Edwards Angell Palmer & Dodge LLP
One North Clematis Street, Suite 400
West Palm Beach, FL 33401

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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 agree 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.

ANGELL CORPORATE SERVICES, INC.



Gregory E. Young, Vice President

February 16, 2007