

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L07000055058
FILED 8:00 AM
May 23, 2007
Sec. Of State
gmcleod

Article I

The name of the Limited Liability Company is:

AZUL LOFTS RETAIL, LLC

Article II

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

247 SW 8TH STREET
359
MIAMI, FL. 33130

The mailing address of the Limited Liability Company is:

247 SW 8TH STREET
359
MIAMI, FL. 33130

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

IVAN SHERMAN & ASSOCIATES INC
777 BRICKELL AVE
1270
MIAMI, FL. 33131

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.

Registered Agent Signature: IVAN SHERMAN

Article V

The name and address of managing members/managers are:

Title: MGR
IVAN SHERMAN
247 SW 8TH STREET SUITE 359
MIAMI, FL. 33130

Title: MGRM
SHERVO CORP
247 SW 8TH STREET SUITE 359
MIAMI, FL. 33130

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Article VI

The effective date for this Limited Liability Company shall be:

05/23/2007

Signature of member or an authorized representative of a member

Signature: IVAN SHERMAN