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TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.

ACP PROPERTY HOLDINGS LLC

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**ARTICLES OF ORGANIZATION
OF
ACP PROPERTY HOLDINGS LLC**

Pursuant to the provisions of Chapter 608, Florida Statutes, for the purpose of forming a limited liability company under the laws of the State of Florida, the following are the Articles of Organization for ACP PROPERTY HOLDINGS LLC (the "Company"):

**ARTICLE I
NAME**

The name of the limited liability company is ACP PROPERTY HOLDINGS LLC (the "Company").

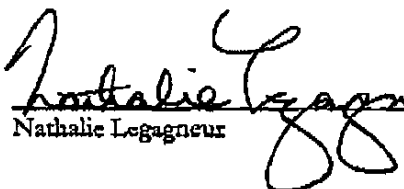
**ARTICLE II
MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS**

The mailing address and principal place of business of the Company is 444 Brickell Avenue, Suite 900, Miami, Florida 33131.

**ARTICLE III
INITIAL REGISTERED AGENT**

The name and address of the initial registered agent for the Company in Florida is Nathalie Legagneur, 444 Brickell Avenue, Suite 900, Miami, Florida 33131.

IN WITNESS WHEREOF, pursuant to Section 608.407, Florida Statutes, the undersigned authorized representative of a member of the Company, has executed these Articles of Organization this 12th day of July, 2007.


Nathalie Legagneur

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**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

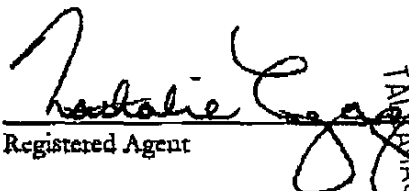
WITNESSETH:

That **ACP PROPERTY HOLDINGS LLC**, desiring to organize under the laws of the State of Florida, has named Nathalie Legagneur, whose offices are located at 444 Brickell Avenue, Suite 900, Miami, Florida 33131, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept the duties and obligations of a registered agent outlined in Section 608.415, Florida Statutes.

Dated this 16th day of July, 2007.



Registered Agent

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