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Florida Department of State  
Division of Corporations  
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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

grove city llc

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ARTICLES OF ORGANIZATION  
OF  
GROVE CITY LLC

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The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of organization.

ARTICLE I  
NAME

The name of the limited liability company shall be GROVE CITY LLC ("Company").

ARTICLE II  
ADDRESS

The mailing address and street address of the principal office of the company shall be 2727 SW 26 Avenue, Coconut Grove, Florida 33133-3168.

ARTICLE III  
DURATION

The company shall commence its existence on the date these Articles of Organization are filed by the Florida Department of State. The company's existence shall be perpetual unless the company is earlier dissolved as provided in these Articles of Organization.

ARTICLE IV  
MANAGEMENT

The limited liability company shall be managed by a manager in accordance with regulations adopted by the members for the management of the business and affairs of the company. These regulations may contain any provisions for the regulation and management of the affairs of the company not inconsistent with law or these articles of organization. The name and address of the initial manager of the company is John C. Roettger and F. Javier Juncadella, 2727 SW 26 Avenue, Coconut Grove, Florida 33133-3168.

ARTICLE V  
ADDITIONAL CAPITAL CONTRIBUTIONS

Each member shall make additional capital contributions to the company only on the unanimous consent of all the members.

ARTICLE VI  
ADMISSION OF ADDITIONAL MEMBERS

No additional members shall be admitted to the company except with the unanimous written consent of all the members of the company and on such terms and conditions as shall be determined by all the members. A member may transfer his or her interest in the company as set forth in the regulations of the

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company, but the transferee shall have no right to participate in the management of the business and affairs of the company or become a member unless all the other members of the company other than the member proposing to dispose of his or her interest approve of the proposed transfer by unanimous written consent.

**ARTICLE VII**  
**MEMBERS RIGHTS TO CONTINUE BUSINESS**

The company shall be dissolved on the death, bankruptcy, or dissolution of a member or manager, or on the occurrence of any other event that terminates the continued membership of a member in the company, unless the business of the company is continued by the consent of all the remaining members, provided there are at least two remaining members.

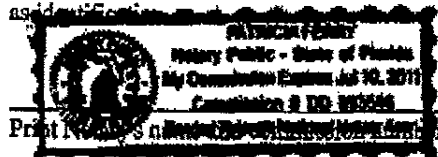
IN WITNESS WHEREOF, the undersigned organizers have made and subscribed these articles of organization at Miami, Florida, on this 17<sup>th</sup> day of September, 2007.

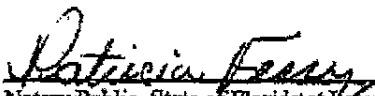
  
John C. Roettger, Organizer

  
F. Javier Juncadella, Organizer

STATE OF FLORIDA            )  
  : ss.  
COUNTY OF MIAMI-DADE    )

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of Sept., 2007, by John C. Roettger and F. Javier Juncadella, personally known to me or who have produced \_\_\_\_\_ as \_\_\_\_\_.



  
Notary Public, State of Florida at Large

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

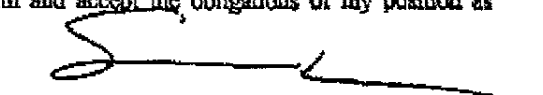
In compliance with §608.415 OR 608.507, Florida Statutes, the undersigned limited liability company submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the limited liability company is **GROVE CITY LLC**.
2. The name and address of the registered agent and office is: **Samuel Spencer Blum, Esquire, Suite 106, 2666 Tigertail Avenue, Coconut Grove, Florida 33133-4651.**

  
John C. Roettger, Organizer/Member

  
F. Javier Juncadella, Organizer/Member

Having been named 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Samuel S. Blum, Registered Agent

ESB:slf  
September 14, 2007  
251WCR/Corporations/101625 Grove City LLC/101625

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