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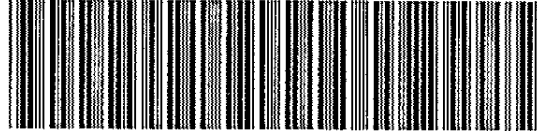
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 245276 80420A

AUTHORIZATION

COST LIMIT : \$ 185.00

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : September 26, 2007

ORDER TIME : 9:33 AM

ORDER NO. : 245276-005

CUSTOMER NO: 80420A

DOMESTIC FILING

NAME: NPS RIVER, LLC

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

TWO (2) CERTIFIED COPIES

CONTACT PERSON: - Amanda Roath - EXT. 2955

EXAMINER'S INITIALS: _____

**ARTICLES OF ORGANIZATION OF
NPS RIVER, LLC**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, being authorized to execute and file these Articles Of Organization to form the Limited Liability Company hereinafter named, hereby certifies that:

ARTICLE I —NAME:

The name of the Limited Liability Company is: NPS RIVER, LLC.

ARTICLE II — Address:

The mailing address and street address of the principal office of the Limited Liability Company is: 8216 S.W. 84 Terrace, Miami, FL 33143.

ARTICLE III — Duration:

The period of duration for the Limited Liability Company shall be perpetual.

ARTICLE IV — Management:

The Limited Liability Company is to be managed by a Manager or Managers and the name and address of the first Managers who shall serve until their successors are elected are:

Nancy Pepper Sterling
and
Robert A. Sterling
8216 S.W. 84 Terrace
Miami, FL 33143

In the event that either of said named Managers shall die, resign or otherwise be unable to act and serve as Manager, then the survivor named above shall be the sole Manager.

ARTICLE V —Purpose; Powers:

The Limited Liability Company is organized for the purpose of the conduct of any and all lawful business for which a limited liability company may be organized under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, and may do and perform any and all acts and deeds lawful to be done and performed by a limited liability company under said law, all

within and without the United States of America. Without limiting the foregoing, the limited liability company is organized for the purpose of owning, operating, managing, leasing, selling, repairing, replacing, constructing, improving and financing, on a secured and unsecured basis, real and personal property of every kind, nature and description, including general and limited partnership interests and membership interests in limited liability companies.

The Limited Liability Company shall have the same powers as an individual to do all things necessary or convenient to conduct its business and affairs, including, without limitation, all powers now and hereafter authorized under the laws of the United States and the State of Florida.

ARTICLE VI — Admission of Additional Members

Additional members may be admitted to the Limited Liability Company only with the consent in writing of all members and such admission shall be upon such terms and conditions as shall be established in writing by said members.

ARTICLE VII - MEMBERS' RIGHTS TO CONTINUE BUSINESS ON TERMINATION OF MEMBER

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the membership of a member in the Limited Liability Company, the Limited Liability Company shall be dissolved unless the owners and holders of a majority, in dollar amount, of the capital accounts of the Limited Liability Company, excluding the capital account of the terminated member, consent either in writing or by vote at a meeting of the members to continue the business of the Limited Liability Company.

ARTICLE VIII – EXECUTION OF INSTRUMENTS AND DOCUMENTS

Any instrument or document with respect to the acquisition, mortgage, operation or disposition of any property of the Limited Liability Company, including but not limited to deeds, bills of sale, notes, bonds, mortgages, leases, releases and contracts of every nature executed by the then Manager of the Limited Liability Company shall be valid and binding upon the Limited Liability Company. Whenever more than one (1) party are serving as Managers, the signature of any one (1) of the Managers shall be sufficient to bind the Limited Liability Company.

ARTICLE IX – REGULATIONS

Regulations for the management and regulation of the affairs of the Limited Liability Company may only be adopted, amended and repealed by written instrument executed by all of the members, except as may be provided in the Regulations.

This instrument prepared by:

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Donald S. Rosenberg

Peckar & Abramson

One Southeast Third Avenue

Suite 3050, Miami, Florida 33131

305-358-2600

Florida Bar No.: 068388

ARTICLE X – COMMENCEMENT OF EXISTENCE

The commencement date of the existence of this Limited Liability Company shall be the date of these Articles of Organization in the office of the Secretary of State of Florida.

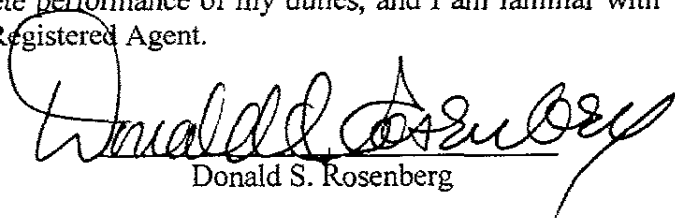
ARTICLE XI – DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 608.415, Florida Statutes, Donald S. Rosenberg is hereby designated as Registered Agent of the Limited Liability Company and the street address of the registered office is designated as Suite #3050, One S.E. Third Avenue, Miami, Florida 33131.

IN WITNESS WHEREOF, these Articles of Organization have been subscribed in duplicate by the undersigned Member this 11th day of September, 2007. (In accordance with Section 608.408(3), Florida Statutes, the execution of this Affidavit constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)


Nancy Pepper Sterling

Having been named as Registered Agent and to accept service of process for the above named Limited Liability Company at the place above designated, 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.


Donald S. Rosenberg