

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

L08000015444
FILED 8:00 AM
February 12, 2008
Sec. Of State
nculligan

Article I

The name of the Limited Liability Company is:

WORLDS RAINBOW REIT, L,L,C,

Article II

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

2914 SOUTH OCEAN BOULEVARD
HIGHLAND BEACH, FL. US 33487

The mailing address of the Limited Liability Company is:

2914 SOUTH OCEAN BOULEVARD
HIGHLAND BEACH, FL. PB 33487

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:

OCEAN REEF CAPITAL, LLC
2914 SOUTH OCEAN
HIGHLAND BEACH, FL. 33487

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: LAWRENCE WILLIAM DUNNING

Article V

The name and address of managing members/managers are:

Title: MGRM
OCEAN REEF CAPITAL, LLC
2914 SOUTH OCEAN BOULEVARD
HIGHLAND BEACH, FL. 33487 US

Title: MGRM
WORLDS RAINBOW REIT, INC.
516 N. CHARLES STREET 5TH FLOOR
BALTIMORE, MD. 21201 US

Signature of member or an authorized representative of a member

Signature: LARRY DUNNING

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