

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

L08000040948
FILED 8:00 AM
April 23, 2008
Sec. Of State
gmcleod

Article I

The name of the Limited Liability Company is:

AMD KEY WEST LLC

Article II

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

80 SW 8TH STREET
SUITE 3100
MIAMI, FL. 33130

The mailing address of the Limited Liability Company is:

80 SW 8TH STREET
SUITE 3100
MIAMI, FL. 33130

Article III

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

PETER M HOCKMAN
80 SW 8TH STREET
SUITE 31000
MIAMI, FL. 33130

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: PETER HOCKMAN

Article IV

The name and address of managing members/managers are:

Title: MGRM
ALBERT GAD
592 FIFTH AVENUE
NEW YORK, NY. 10036

Title: MGRM
MORRIS GAD
592 FIFTH AVENUE
NEW YORK, NY. 10036

Title: MGRM
DONNA GAD-HECHT
592 FIFTH AVENUE
NEW YORK, NY. 10036

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Article V

The effective date for this Limited Liability Company shall be:

04/23/2008

Signature of member or an authorized representative of a member

Signature: PETER HOCKMAN