

Division of Corporations

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Florida Department of State
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To:

Division of Corporations
Fax Number : (850) 617-6383

From:

Account Name : BERMAN, RENNERT, VOGEL & MANDLER, P.A.
Account Number : 076103002011
Phone : (305) 577-4177
Fax Number : (305) 373-6036

FILED
08 MAY -5 AM 10:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
08 MAY -5 AM 11:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA/FOREIGN LIMITED LIABILITY CO.**Latitude River Parcel, LLC**

| | |
|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
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| Estimated Charge | \$155.00 |

D. BRUCE

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EXAMINER

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FAX AUDIT NO. H08000103821 3

**ARTICLES OF ORGANIZATION
OF
LATITUDE RIVER PARCEL, LLC**

The undersigned, being authorized to execute and file these Articles of Organization, hereby certifies that:

ARTICLE I - Name

The name of the Limited Liability Company is: **LATITUDE RIVER PARCEL, LLC.**

ARTICLE II - Address

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

175 S.W. 7th Street, Suite 1612
Miami, FL 33130

ARTICLE III - Registered Agent/Office

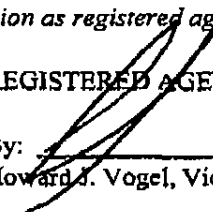
The name and Florida street address of the registered agent is:

Registered Agents of Florida, LLC
100 Southeast 2nd Street, Suite 2900
Miami, Florida 33131

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TALLAHASSEE, FLORIDA

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, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 608, F.S.

REGISTERED AGENTS OF FLORIDA, LLC

By: 
Howard J. Vogel, Vice President

The undersigned member has executed these Second Amended and Restated Articles of Organization this 2nd day of April, 2008.

MIAMI RIVERWALK INVESTMENTS, L.L.C., a
Delaware limited liability company, its sole member

By: **EAF MANAGER INC.,** a Massachusetts
corporation, its Sole Member

By: 
Steve Gels, Vice President

(In accordance with section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)