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

From:

Account Name : JUDITH KENNEY & ASSOCIATES, P.A.
Account Number : I20010000233
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08 MAY 27 AM 8:35

FLORIDA/FOREIGN LIMITED LIABILITY CO.

22nd Avenue Management Co., LLC

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MAY 28 2008

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**ARTICLES OF ORGANIZATION
OF**

22nd Avenue Management Co., LLC

The undersigned hereby files the following Articles of Organization, for the purpose of forming a limited liability company under the laws of the State of Florida.

ARTICLE I

NAME

The name of the limited liability company shall be:

22ND AVENUE MANAGEMENT CO., LLC

ARTICLE II

EXISTENCE AND DURATION

The existence of the limited liability company shall commence immediately upon the filing of these Articles of Organization and shall be perpetual.

ARTICLE III

PURPOSE

This limited liability company is organized for the purpose of engaging in any and all businesses and activities permitted by the laws of the State of Florida, which business activities may include owning, holding, improving, using, dealing in, managing, selling, mortgaging, pledging, leasing, exchanging, transferring and disposing of property, both real and personal and wherever situated, and shall have all powers necessary or convenient to effect any or all of the purposes for which the company is organized.

ARTICLE IV

PRINCIPAL OFFICE

The mailing address and the street address of the principal office of this limited liability company shall be located at 1871 NW North River Drive, Miami, Florida 33125.

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ARTICLE V

INITIAL REGISTERED AGENT

The initial registered agent and street address of the initial registered agent of the limited liability company shall be:

Judith Kenney, Attorney
2001 Biscayne Boulevard
Suite 3402
Miami, Florida 33137

ARTICLE VI

MANAGEMENT

This company will be managed by two managing members who are:

Edward D. Pascoe
1871 NW North River Drive
Miami, Florida 33125

Miguel Angel Barbagallo
One Glen Royal Parkway, Suite 201
Miami, Florida 33125

ARTICLE VII

**RESTRICTIONS ON MEMBERSHIP AND
RIGHT TO CONTINUE AFTER WITHDRAWAL OF A MEMBER**

The managing members shall have the right to admit new members. Contributions required of new members shall be determined as of the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the written consent of the managing members.

Upon the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership of a member in the limited liability company, the remaining members shall continue the business.

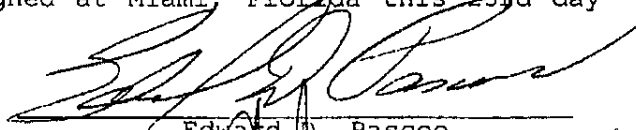
The undersigned, being the managing members of the limited liability company, hereby certify that the foregoing constitutes the Articles of Organization of 22ND AVENUE MANAGEMENT CO., LLC.

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Executed by the undersigned at Miami, Florida this 23rd day of May, 2008.


Edward D. Pascoe


Miguel Angel Barbagallo

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ACKNOWLEDGMENT

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS:

The foregoing was acknowledged before me this 23rd day of May, 2008, by Edward D. Pascoe and Miguel Angel Barbagallo, who are personally known to me and did not take an oath.

Witness my hand and official seal in the County and State last aforesaid this 23 day of May, 2008.


Notary Public

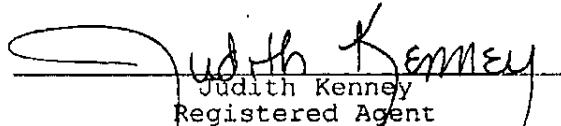
My commission expires:



ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered agent of 22ND AVENUE MANAGEMENT CO., LLC, the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by the Florida Statutes upon registered agents.

Dated this 23rd day of May, 2008.


Judith Kenney
Registered Agent

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