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FLORIDA/FOREIGN LIMITED LIABILITY COMPANY

NEW RIVER HOLDINGS - PHASE III, LLC

Certificate of Status	1
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**ARTICLES OF ORGANIZATION  
OF  
NEW RIVER HOLDINGS - PHASE III, LLC,  
a Florida limited liability company**

1. The name of the limited liability company is New River Holdings - Phase III, LLC.
2. The mailing address and the street address of the principal office of the limited liability company is:

800 Brickell Avenue  
Penthouse 1  
Miami, Florida 33131.

3. The name and street address of the initial registered agent of the limited liability company are:

Granvil M. Tracy  
800 Brickell Avenue  
Penthouse 1  
Miami, Florida 33131.

Dated: as of May 30 2008.

By:   
Granvil M. Tracy, Member

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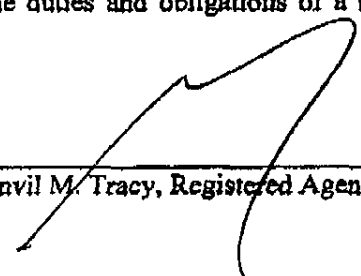
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**ACCEPTANCE OF APPOINTMENT  
AS REGISTERED AGENT**

The undersigned, who has been designated in the foregoing Articles of Organization as registered agent for the limited liability company therein named, hereby agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said limited liability company, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida limited liability company.

Dated: as of May 20, 2008.

  
\_\_\_\_\_  
Granvil M. Tracy, Registered Agent

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