

L08UDD58367

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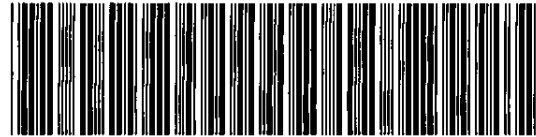
(Business Entity Name)

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RECEIVED
08 JUN 13 PM 2:45
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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08 JUN 13 PM 3:35
DEPT. OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

JUN 13 2008

EXAMINER



CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 610220 7108498

AUTHORIZATION

COST LIMIT : \$ 155.00

ORDER DATE : June 13, 2008

ORDER TIME : 2:17 PM

ORDER NO. : 610220-005

CUSTOMER NO: 7108498

FILED
08 JUN 13 PM 3:35
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: SP PLAZA 5309, L.L.C.

EFFECTIVE DATE:

XX ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Cindy Harris - EXT. 2937

EXAMINER'S INITIALS: _____

ARTICLES OF ORGANIZATION

FOR

SP PLAZA 5309, L.L.C.

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TALLAHASSEE, FLORIDA

The undersigned person, acting as the organizer of a limited liability company under the Florida Limited Liability Company Act (Florida Statutes Chapter 608), hereby adopts the following Articles of Organization:

1. **Name.** The name of this limited liability company is "SP PLAZA 5309, L.L.C." ("Company").
2. **Duration.** The Company's period of duration shall be perpetual from the date of the filing of these Articles of Organization with the Florida Secretary of State, unless sooner dissolved by the members or as provided by statute.
3. **Purpose.** The Company is organized to conduct all lawful purposes allowed under the Florida Limited Liability Company Act.
4. **Principal Place of Business.** The mailing and street address of its initial principal place of business is:

Apt. 2308
Brickell On The River South
41 S. E. 5th Street
Miami, Florida 33130
5. **Registered Agent and Office.** The name and address of its registered agent, whose "Consent to Appointment as Registered Agent" is included with these Articles, is:

RICHARD J. ALAN CAHAN, ESQ.
C/O Becker & Poliakoff, P.A.
121 Alhambra Plaza, 10th Floor
Coral Gables, Florida 33134

The address of its registered office is:

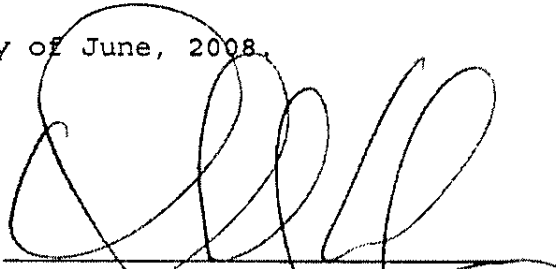
RICHARD J. ALAN CAHAN, ESQ.
C/O Becker & Poliakoff, P.A.
121 Alhambra Plaza, 10th Floor
Coral Gables, Florida 33134

6. **Capitalization.** The capital contribution of its single member has a value of \$1,000.00.
7. **Additional Capital Contributions of Members.** Additional capital contributions may be contributed only upon the unanimous vote of the members, and no additional capital contribution will ever be required at the request of non-member third parties.
8. **Admission of Additional Members.** Additional members may be admitted only upon such terms as are unanimously agreed to by all members pursuant to the applicable provisions in the Operating Agreement.
9. **Continuity.** The members have the right to continue the business of the Company upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a member, or occurrence of any other event which terminates the continued membership of a member in the Company. Continuation may occur only pursuant to the terms of the Operating Agreement and with the unanimous vote of the members.
10. **Management.** The business of the Company shall be managed by one or more managers and is, therefore, a manager-managed company. The names and mailing addresses of the initial Managers of the Company are:
- SP REALTY MANAGEMENT CO., LTD., BAHAMAS
c/o ATC Trustees (Bahamas) Limited
Providence House
Ground Floor, East Wing
East Hill Street
Nassau, Bahamas
11. **Initial Members.** The name of the initial single member of the Company is as follows:
- SP REALTY (BVI) II, LTD.
Trident Chambers
P.O. Box 146
Road Town
Tortola, British Virgin Islands

The correspondence address for the initial Member should be:

SP Realty (BVI) II Ltd.
c/o Swisspartners Wealth Management Ltd.
Am Schanzengraben 23
P. O. Box
CH-8022 Zurich, Switzerland

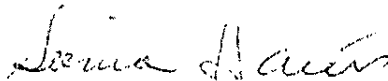
Dated this 13th day of June, 2008.



RICHARD J. ALAN CAHAN
as an authorized Representative
of the single member

State of Florida)
) ss
County of Miami-Dade)

The foregoing Articles of Organization were acknowledged before me this 13th day of June, 2008, by RICHARD J. ALAN CAHAN, as an authorized Representative of the single member, who is personally known to me.



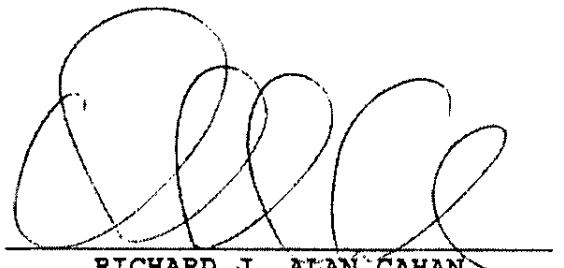
Notary Public
Name of Notary: SONIA HARRIS
My Commission expires: _____



SONIA HARRIS
MY COMMISSION # DD 358054
EXPIRES: October 5, 2008
Bonded Thru Budget Notary Services

Consent to Appointment as Registered Agent

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in these Articles, 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, as provided for in Chapter 608, F.S.



RICHARD J. ALAN CAHAN
as Registered Agent

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