

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

L08000099456
FILED 8:00 AM
October 22, 2008
Sec. Of State
mthomas

Article I

The name of the Limited Liability Company is:

ACQUA 375, LLC

Article II

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

400 BROOME STREET
11TH FLOOR
NEW YORK, NY. US 10013

The mailing address of the Limited Liability Company is:

400 BROOME STREET
11TH FLOOR
NEW YORK, NY. US 10013

Article III

The purpose for which this Limited Liability Company is organized is:

ANY AND ALL LAWFUL BUSINESS.

Article IV

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

DADE COUNTY CORPORATE AGENTS INC
18901 NE 29 AVENUE
SUITE 100
AVENTURA, FL. 33180

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: BRIAN E. PORT, ASST. VP

Article V

The name and address of managing members/managers are:

Title: MGRM
SCOTT PODOLSKY
400 BROOME STREET, 11TH FLOOR
NEW YORK, NY. 10013 US

Title: MGRM
MICHELLE PODOLSKY
400 BROOME STREET, 11TH FLOOR
NEW YORK, NY. 10013 US

Signature of member or an authorized representative of a member

Signature: BRIAN E. PORT, AUTH. REP.

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