

L09000040333

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Florida Department of State
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LLC AMND/RESTATE/CORRECT OR M/MG RESIGN
ONE UNITED PROPERTIES, LLC

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
OF
ONE UNITED PROPERTIES, LLC
(A Florida Limited Liability Company)**

The Original Articles of Organization for this Limited Liability Company (the "Company") were filed on April 27, 2009, and assigned Florida document number L0900004033, and subsequent amended on several occasions, most recently one July 23, 2012.

Pursuant to § 608.411 of the Florida Statutes governing limited liability companies, the Articles of Organization of the undersigned Company are hereby amended and restated as follows:

Article I

The name of the Company is **One United Properties, LLC.**

Article II

The street address of the principal place of the Company is:

1221 Brickell Avenue
Suite 1500
Miami, Florida 33131

Article III

The purpose for which this Company is organized is to transact all lawful business activity.

Article IV

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

David Everett Marko
3001 Southwest 3rd Avenue
Miami, Florida 33129

Article V

The Company shall be manager managed unless otherwise, and except as, stated in the Third Amended and Restated Operating Agreement of the Company dated February 20, 2013 or any subsequent amendments thereto. The current name and address of the manager is as follows:

Title: Manager

Name: Jose Luis Bueno

Address: 1221 Brickell Avenue, Suite 1500, Miami, FL 33131

Type of Action: Add

Notwithstanding anything to the contrary contained in any operating agreement, the Company shall ensure that sufficient distributions are timely made to the Members so as to allow the Members to timely pay any US taxes due (including quarterly payments) as a result of profits generated by the Company that are allocated to the Members. In addition, subject to such reasonable reserves and other obligations as may be set-forth in the then governing operating agreement of the Company, the Manager shall distribute on a periodic basis, not less than once per year, available cash (or excess cash) to the Members in accordance with each Member's ownership interest at the time of said distributions. Nothing herein shall obligate the Manager to act in a manner contrary to Florida law.

Article VI

These Amended and Restated Articles of Organization are deemed to fully substitute for the initial Articles of Organization filed on April 27, 2009 and all subsequent amendments adopted thereafter up to the adoption of this document.

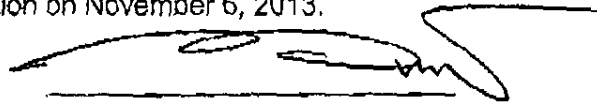
Article VII

All actions of the Company undertaken, approved, ratified, or adopted prior to the filing of this document under the auspices of Third Amended and Restated Operating Agreement dated February 20, 2013 and its predecessor, the Amendment to the Second Amended and Restated Operating Agreement dated February 1, 2012, are deemed fully in compliance with this document and have been approved as such.

[REMAINDER OF PAGE BLANK—SIGNATURES ON FOLLOWING PAGES]

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IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Organization on November 6, 2013.

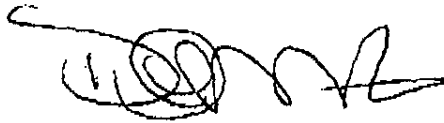
A handwritten signature in black ink, appearing to read "Jose Luis Bueno", written over a horizontal line.

Jose Luis Bueno
Authorized to Sign on behalf of the Members
(including the Founding Manager), and as
Manager

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NEW REGISTERED AGENT'S SIGNATURE:

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 relative 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, Fla. Stat. or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.



David Everett Marko
Registered Agent

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