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## FLORIDA/FOREIGN LIMITED LIABILITY CO.

1900 N Bayshore Drive, LLC

A. LUNT

MAY 18 2009

EXAMINER

Certificate of Status	0
Certified Copy	1
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**ARTICLES OF ORGANIZATION OF  
1900 N BAYSHORE DRIVE, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, Florida Statutes Chapter 608, as amended, hereby makes, acknowledges and files the following Articles of Organization.

**ARTICLE I - NAME**

The name of the limited liability company is 1900 N Bayshore Drive, LLC (the "Company").

**ARTICLE II - ADDRESS**

The mailing address and street address of the principal office of the Company is AEW Capital Management, L.P., World Trade Center East, Two Seaport Lane, Boston, MA 02110, Attention: Jay Finnegan.

**ARTICLE III - DURATION**

The period of duration for the Company shall be perpetual.

**ARTICLE IV - REGISTERED OFFICE AND AGENT AND ADDRESS**

The name and street address of the registered agent of the Company in the State of Florida are:

<u>Name</u>	<u>Address</u>
Mark C. Alhadeff	150 West Flagler Street Museum Tower, Suite 2200 Miami, FL 33130

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IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of  
Organization for the foregoing uses and purposes this 15 day of May 2009.

**AEW QUANTUM MEZZANINE LENDER,  
LLC, a Delaware limited liability company**

By: AEW Quantum Mezzanine Manager, LLC,  
a Delaware limited liability company, its  
Manager

By:   
Name: ROBERT J. DUMB  
Authorized Signatory

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**REGISTERED AGENT'S ACCEPTANCE**

Having been named as registered agent and to accept service of process for 1900 N Bayshore Drive, LLC at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 608, Florida Statutes.

Dated:   
Mark C. Alhadeff, Registered Agent

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