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Florida Department of State  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FLORIDA/FOREIGN LIMITED LIABILITY CO.**

**Grand Rivage Holdings, LLC**

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ARTICLES OF ORGANIZATION  
OF

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Grand Rivage Holdings, LLC**

The undersigned, for the purpose of forming a limited liability company under the Florida Limited Liability Company Act, F.S. Chapter 608, hereby make, acknowledge, and file the following Articles of Organization.

**ARTICLE I -- NAME**

The name of the limited liability company shall be **Grand Rivage Holdings, LLC** (the "Company").

**ARTICLE II -- ADDRESS**

- (a) The principal address of the Company shall be **9260 Bay Plaza Blvd, Suite 501, Tampa, FL 33619.**
- (b) The mailing address of the Company shall be **c/o Mellaw Registered Agents, LLC, 2601 S. Bayshore Drive, Suite 700, Coconut Grove, FL 33133.**

**ARTICLE III -- DURATION**

The Company shall commence its existence as of the date of filing by the Florida Department of State, Division of Corporations. The Company's existence shall be perpetual unless the Company is earlier dissolved as provided in these Articles of Organization.

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

The name and street address of the registered agent of the Company in the State of Florida is **Mellaw Registered Agents, LLC, 2601 South Bayshore Drive, Suite #700, Coconut Grove, Florida 33133.**

**ARTICLE V -- CAPITAL CONTRIBUTIONS**

The Members of the Company shall contribute to the capital of the Company the cash or property set forth in and described in the Limited Liability Company Operating

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**Grand Rivage Mezz, LLC**

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Agreement and/or Regulations, if any, or otherwise in the minutes of the Company on file at the principal office of the Company.

#### **ARTICLE VI -- ADDITIONAL CAPITAL CONTRIBUTIONS**

Each Member shall make additional capital contributions to the Company only on the consent of the Members as set forth in the Operating Agreement or otherwise upon the prior authorization of a majority of the Members.

#### **ARTICLE VII -- ADMISSION OF NEW MEMBERS**

No additional Members shall be admitted to the Company unless done so pursuant to the terms of the Operating Agreement or otherwise upon the prior authorization of a majority of the Members. A Member may only transfer his or her interest in the Company as set forth in the Operating Agreement of the Company or otherwise with the prior written consent of a majority of the Members.

#### **ARTICLE VIII -- MANAGEMENT**

The Company shall be managed by its Members in accordance with the Articles of Organization, the Operating Agreement, the Regulations (if any) adopted by the Members for the management of the business and the ordinary and customary affairs of the Company. The Operating Agreement and/or Regulations, if any, may contain any provisions for the regulation and management of the affairs of the Company that are not inconsistent with the law or these Articles of Organization.

**Managing Member:** Grand Rivage Ventures, LLC

9260 Bay Plaza Blvd #501  
Tampa, FL 33169

#### **ARTICLE IX -- TERMINATION OF EXISTENCE**

The Company shall be dissolved on the death, bankruptcy, or dissolution of a Member or on the occurrence of any other event that terminates the continued membership of a Member in the Company, unless the business of the Company is continued by the consent of all of the remaining Members.

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Grand Rivage Mezz, LLC

**ARTICLE X -- INDEMNIFICATION**

The Company shall indemnify each Member and organizer of the Company against any and all liability and expenses incurred by person or entity in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of such person or entity being or having been a Member and/or organizer of the Company to the full extent permitted by the laws of the State of Florida.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed these Articles of Organization at Miami, Florida, on this 29<sup>th</sup> day of May, 2009.

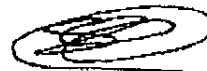


By: Santiago Eljaiek III, Esq., as Authorized Signatory

**ACKNOWLEDGMENT OF APPOINTMENT BY REGISTERED AGENT**

Having been named the registered agent for the above Company at the place designated in the foregoing Articles of Organization, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Mellaw Registered Agents, LLC  
a Florida limited liability company



Santiago Eljaiek III, Esq., Manager

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