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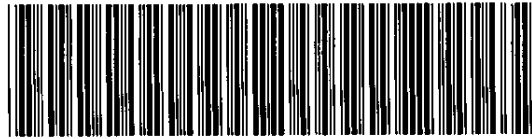
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**DATE: 10/30/13**

**NAME: JAAN HOSPITALITY LLC**

**TYPE OF FILING: AMENDMENT**

**COST: 25.00**

**RETURN: PLAIN COPY PLEASE**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**

*Abbie Hodge*

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*\* File Third \**

**AMENDED AND RESTATED  
ARTICLES OF ORGANIZATION**

**OF**

**JAAN HOSPITALITY LLC**

The undersigned, on behalf of JAAN HOSPITALITY LLC, a Florida limited liability company organized pursuant to Articles of Organization filed with the Florida Secretary of State on the 9<sup>th</sup> day of July, 2009 (the "Company"), in accordance with and pursuant to § 608.411(3) of Florida Statutes, does submit for filing by the Florida Secretary of State these Amended and Restated Articles of Organization.

**ARTICLE I  
NAME**

The name of the Company shall be:

JAAN HOSPITALITY LLC

**ARTICLE II  
EXISTENCE**

The Company shall exist in perpetuity from the date of filing unless earlier terminated pursuant to the Florida Limited Liability Company Act.

**ARTICLE III  
PURPOSE; NATURE OF BUSINESS**

Notwithstanding any provision hereof to the contrary, the following shall govern: The nature of the business and of the purposes to be conducted and promoted by the Company, is to engage solely in the following activities:

(i) To acquire from A B H Corporation of New York, NC Capital, LLC, Kentucky Zinc, LLC, and Zaynab Investments, LLC, those certain parcels of real property, together with all improvements located thereon, in the City of Miami Beach, State of Florida, commonly known as the Beach Plaza Hotel (the "Property");

(ii) To own, hold, sell, assign, transfer, operate, lease, mortgage, pledge and otherwise deal with the Property; and

(iii) To exercise all powers enumerated in the Florida Limited Liability Company Act necessary or convenient to the conduct, promotion or attainment of the business or purposes otherwise set forth herein.

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**ARTICLE IV**  
**PRINCIPAL OFFICE**

The post office address, street address, and mailing address of the principal office of the limited liability company is: 1401 Collins Avenue, Miami Beach, Florida 33139 or at any other location that the Members choose to designate.

**ARTICLE V**  
**REGISTERED AGENT**

The registered agent of the Company is: Arif I. Butt, and the street address of the registered office is: 1401 Collins Avenue, Miami Beach, Florida 33139.

**ARTICLE VI**  
**INDEMNIFICATION**

The Company shall indemnify any and all of its members, officers and agents against losses and expenses actually and necessarily incurred by them in connection with the defense of any suit which they are parties to by reason of their acts while acting on behalf of the Company.

Notwithstanding the preceding provision of the Article VI or any other provision hereof to the contrary: Any indemnification shall be fully subordinated to any obligations respecting the Company or the Property, including, without limitation, the first mortgage on the Property, and shall not constitute a claim against the Company in the event that cash flow is insufficient to pay such obligations.

**ARTICLE VII**  
**MANAGEMENT**

The Company shall be managed by its Managing Member.

**ARTICLE VIII**  
**AMENDMENTS**

The Company reserves the right to amend, alter, change or repeal any or all provisions of the Articles of Organization in the manner now or hereafter prescribed by Florida Statutes.

IN WITNESS WHEREOF, the undersigned, on behalf of the Company, has executed these Amended and Restated Articles of Organization this 29th day of October, 2013.



Arif I. Butt, as President of Beech Plaza  
Company, Managing Member

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**Consent of the Registered Agent**

The undersigned, Arif I. Butt, does agree and consent to serve as the registered agent of JAAN Hospitality LLC, and in connection therewith states that I am familiar with the obligations of a registered agent, including as to the maintenance of the registered office.



Arif I. Butt, as registered agent

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