

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

L10000006711
FILED 8:00 AM
January 19, 2010
Sec. Of State
thampton

Article I

The name of the Limited Liability Company is:

VERO BEACH HOTEL & SPA REAL ESTATE COMPANY LLC

Article II

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

2655 NORTH OCEAN DRIVE
SUITE 100
SINGER ISLAND, FL. US 33404

The mailing address of the Limited Liability Company is:

2655 NORTH OCEAN DRIVE
SUITE 100
SINGER ISLAND, FL. US 33404

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:

ALAN I ARMOUR II
1645 PALM BEACH LAKES BLVD.
SUITE 1200
WEST PALM BEACH, FL. FL

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: ALAN I. ARMOUR, II

Article V

The name and address of managing members/managers are:

Title: MGR
BEVERLY L SPARK
2655 NORTH OCEAN DRIVE #100
SINGER ISLAND, FL. 33404 US

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Article VI

The effective date for this Limited Liability Company shall be:

01/19/2010

Signature of member or an authorized representative of a member

Signature: BEVERLY L. SPARK